

# FINANCIAL TIMES

JAPAN

Godzilla enters the battle of Osaka

Page 3

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## World News

## Ceausescu rejects blame for Romanian carnage

Romania's President Nicolae Ceausescu blamed "international and terrorist actions" for last Sunday's anti-government demonstrations in the city of Timisoara as estimates of the numbers killed grew to more than 3,000.

In the first official Romanian statement on the unrest, Ceausescu said the events in Timisoara were meant to "provoke disorder and destroy the institutions in the country."

Page 14

**Lithuanian defiant**  
The Communist Party of Lithuania voted by a margin of 5-1 to break away from the Communist Party of the Soviet Union in open defiance of Mikhail Gorbachev and of its own Russian-speaking minority.

Page 14

**Bush lifts sanctions**  
US President George Bush eased some of the main economic sanctions against China imposed last June after the massacre of protesters in Tiananmen Square.

Page 14

**Tory revolt over HK**  
Right-wing British Conservative MPs and the Labour Party served notices that they would join forces to try and wreck the Government's plan to provide full British passports for up to 225,000 citizens of Hong Kong. Page 14

**\$10m fine for Hunt**  
Nelson Bunker Hunt agreed in Washington to a settlement with the Commodity Futures Trading Commission under which he will pay a civil fine of \$10m for allegedly attempting to manipulate the silver market. The settlement prohibits Hunt from trading on any commodity exchange.

Page 2

**Hungary's PM quits**  
Hungarian Prime Minister Miklos Nemeth resigned unexpectedly from the Presidium of the Hungarian Socialist (formerly Communist) Party after failing to gain full support for his tough budget. Page 2

**Czechoslovakia**  
The Communist Party of Czechoslovakia began the democratisation process by blaming old leadership figures for "distortions of socialism" and pledging fidelity to pluralism. Page 14

**Suez canal reopens**  
Shipping resumed in the Suez Canal after tugs refloated a grounded oil tanker which had blocked the waterway for more than 19 hours.

**Polish IMF accord**  
Poland reached agreement with the International Monetary Fund on a crucial loan package but both sides could demand changes before it is signed.

**N Ireland release**  
Northern Ireland will free 350 prisoners to spend a week at Christmas with their families, the most ever let out on temporary release.

**Commission rebuke**  
The European Commission ruled against four cases of state aid, proving its determination to take tough action on all help that does not conform with its rules. Page 2

**Spies change sides**  
Bon will release four people as communist spies in exchange for 24 Western agents held in East Germany in one of the biggest East-West spy swaps since the war.

**I'll spell that again**  
Christians card handwriting by the wife of US Vice President Dan Quayle has spelled the word "beacon". One of Mrs Quayle's causes is "to help end illiteracy."

## MARKETS

**STERLING**  
New York close: \$1.5065 (1.9005)  
London: \$1.603 (1.6005)  
DM2.79 (2.78)  
FF19.5225 (9.50)  
SF2.505 (2.4975)  
Y230.75 (230.28)  
£ Index 88.9 (86.6)  
**GOLD**  
New York: Comex Feb \$417.5 (416.1)  
London: \$413.75 (414.25)  
Brent 15-day Feb \$19.55 (19.525)  
Child price changes yesterday: Page 15

**MARKET REPORTS: CURRENCIES, Page 34; BONDS, Pages 18, 19; COMMODITIES, Page 26; EQUITIES, Pages 27 (London), 35 (World)**

## Business Summary

## McDonnell Douglas wins \$3bn S Korea contract

McDONNELL Douglas, US aerospace and defence group, has been awarded a \$3bn contract to supply 120 F/A-18 Hornet fighter aircraft to South Korea.

The contract, which involves assembly and co-production of 108 fighters and the purchase of 12 off the shelf, is expected to provide a big technological boost to the Seoul's aerospace industry. Page 14

**GILLETTE** is to buy all Wilkinson Sword's operations outside the US for \$70m in a \$630m sale of the parts of Stora's consumer products business. Page 15

**BOUYGUES**, Europe's largest construction company paid over FF1900m (\$151.8m) for a 20 per cent stake in Banco Central, Spain's largest industrial bank. Page 16

**AMERICAN** Airlines, largest US carrier, acquired for \$155m Trans World Airlines' Chicago-to-London route authority. Page 3

**KOHLBERG** Kravis Roberts, leading US leveraged buyout firm, publicly threatened to put one of its businesses into bankruptcy. Page 16

**IVECO**, Fiat's commercial vehicle subsidiary, is joining forces with Nissan Diesel, one of the leading Japanese truck makers, to develop a new range of medium-sized diesel engines. Page 16

**FEDERAL** Express, delivery company, saw a further slide in profits, reflecting the costs of assimilating Tiger International, the cargo airline it acquired this year. Page 18

**NIXDORF**, troubled West German electronics company, admitted it was seeking a partner. Page 16

**FERRANTI**: the board of Ferranti International came under attack from the Ferranti family when the directors were criticised over the way they were handling the crisis in UK defence electronics group. Page 15

**MITI**, Japan's Ministry of International Trade and Industry, denied aiding Japanese companies to spread their investments around EC countries rather than concentrating them in the UK. Page 3

**HUGO BOSS**, West German men's fashion group, sold a majority of its ordinary equity to Leyton House, little-known Japanese concern. Page 15

**US economy**: The US economy grew at a revised 8.0 per cent annual rate in the third quarter, stronger than previously estimated. Page 5

**ERICSSON**, leading Swedish telecommunications group, and Nobel Industries, said they intended to work together in the manufacture of command and control systems in a joint company, Bofors Electronics AB. Page 16

**SMITHKLINE Beecham**, Anglo-American pharmaceuticals and consumer products company, announced the sale of its worldwide Ulta Adhesives business for DM26m (\$16.5m). Page 15

**IVOY** Coast reached a comprehensive debt rescheduling agreement with its official Paris Club creditors to reschedule an estimated \$1bn of repayments over 14 years. Page 5

**MANAGEMENT** buy-outs: the Takeover Panel, the City of London bids and deals regulator, acted to give shareholders greater protection when members of management bid for a quoted company. Page 15

**URUGUAY** Board on liberalisation of world trade suffered setback when negotiators failed to resolve a confrontation between the EC and the US over how to carry out tariff reductions. Page 3

**Spies change sides**  
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**MARKETS**

**DOLLAR**  
New York close: DM1.7285 (1.7065)  
London: FF16.0075 (5.9255)  
SF1.555 (1.557)  
Y143.60 (143.65)  
borders: DM1.74 (1.7375)  
FF6.94 (5.935)  
SF1.562 (1.561)  
Y144 (143.85)  
\$ Index 82.2 (57.9)  
**US LUNCHEON**  
S Index 82.2 (57.9)  
**STOCK INDICES**  
New York close: 2,360.7 (+18.8)  
FTSE 100: 1,085 (+13.5)  
FT All-Share: 1,176.10 (+0.6%)  
New York close: DJ Ind. Av. 2,687.88 (-7.8)  
S&P Comp: 342.51 (+0.05)  
Tokyo Nikkei: 38,512 (+7.25)  
**LONDON MONEY**  
FTSE 100: 8.5%  
3-month Treasury Bills: 7.80%  
Bank Bond: 10.3%  
10-year: 7.821%  
Child price changes yesterday: Page 15

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Thursday December 21 1989

International community condemns US • Election winners installed

## Bush claims success in Panama

By Peter Riddell, US Editor, in Washington

**PRESIDENT GEORGE BUSH** yesterday claimed success for the large-scale US military intervention in Panama to oust General Manuel Noriega and the Netherlands expressed sympathy.

But Spain, with its close ties to Latin America, "deeply lamented" the action, and the Soviet Union was highly critical. Latin American leaders, including normal US allies such as Costa Rica, deplored the intervention. The issue was being taken up in the Organisation of American States and the United Nations Security Council.

In Washington, General Colin Powell, chairman of the US Joint Chiefs of Staff, claimed that the Noriega regime had been "decapitated" and promised that "Mr Noriega the fugitive" would be chased and found.

President Bush's decision to order direct military intervention by sending 2,500 troops from the US, in addition to the 13,000 already stationed there to protect the canal, is the riskiest political move of his 11-month presidency. There were 11 US soldiers confirmed dead and 59 injured by early afternoon yesterday. Nevertheless, within Panama there were signs that the action had general public backing. The number of Panamanian casualties was not known.

The action was yesterday generally supported in the US by both political parties and by instant tests of public opinion. But it received a mixed reception internationally. Mrs

**James Baker**, US Secretary of State, said the decision to send a military force was taken on Sunday and subsequently the US received an intelligence report that General Noriega was planning "an urban commando attack on American citizens in residential neighbourhood (in Panama)."

He said there was more risk to American citizens from inaction than from action.

The US also claimed its action was legally justified under domestic and international law. Mr Baker said the



President Bush: riskiest move in 11 months of office.

US had an inherent right to take action under Article 51 of the United Nations charter and Article 21 of the Organisation for American States. Both articles permit a nation to take

measures necessary to defend its military personnel and nationals.

Mr Bush stressed that one aim was to put into power President Guillermo Endara

and Vice Presidents Calderon and Ford, whose election last May was blocked by the Noriega regime. They were sworn into office on a US base in Panama shortly before the invasion.

The US immediately lifted sanctions against Panama and took steps to unlock Panamanian Government assets held in the US. The US Ambassador was immediately being sent back to Panama.

President Bush also stressed the full US commitment to implementing the Panama Canal Treaties to hand over the canal to Panama in the year 2,000. To underline this, he promised to submit to the US Senate for rapid consideration a nominee of the new Panamanian Government to be administrator of the canal. The canal was closed yesterday, although it will be reopened this morning.

The exact position in Panama last night was unclear. The US said its forces were in control of most key strategic points, having isolated and neutralised most of the Panamanian Defence Forces loyal to General Noriega.

But the Pentagon said sporadic fighting continued in Panama City and elsewhere and there were reports from Panama of looting and shooting in the city.

A number of hostages, including American residents and journalists, appeared to have been taken by forces loyal to General Noriega. President Guillermo Endara

The hostages included producers for the American CBS and ABC networks.

They were seized from the Marriott Hotel in Panama City and led to demands from the networks for more protection for Americans and journalists from what one correspondent described as "gun-carrying Noriega loyalists".

Mr John Bassett, the senior US diplomat at present in Panama, said there would be fear among Panamanians until General Noriega was captured or otherwise removed from the scene. He disclosed that the new Panamanian President and the two Vice Presidents were told of the US plan late on Monday evening and approved of it in a letter to Mr Bush.

In Moscow, the official Soviet news agency Tass accused the US of resorting to "gunboat diplomacy" in Panama as part of an attempt to turn Latin America and the Caribbean into its backyard.

The Tass commentary followed a Foreign Ministry statement which denounced the US armed intervention as a violation of the UN Charter and called on Washington to withdraw its forces immediately.

The reaction from Moscow was its harshest criticism of any US action for many months.

Initiative tempered by long-term doubts, Noriega: a hard man to nail, Page 4; Why Bush is acting tough, Editorial comment, Page 12; Lex, Page 14

## Troops sweep capital in search of Noriega

By Peter Riddell in Washington

**GENERAL MANUEL NORIEGA** last night continued to elude the thousands of US troops which stormed Panama early on Wednesday. Residents of the capital said groups of the General's supporters were setting up roadblocks and stopping cars in the city's financial district.

The US intends to take Gen Noriega back to face two indictments brought by US drug juries in February 1988 on drug-related charges.

He faces charges in Florida courts of attempts to import more than 1m tonnes of marijuana into the US in 1983-84 and of laundering money from successfully imported drugs through Panamanian banks and businesses.

Gen Colin Powell, chairman of the US Joint Chiefs of Staff, was cut off the head of that government.

Gen Powell gave a preliminary estimate of nine American troops killed and 39 wounded, while adding that operations were continuing.

The existing 13,000 US troops stationed in Panama were reinforced overnight by 7,000



Noriega (left) and Endara, Panama's new President

troops, mainly from the 82nd Airborne Division and from Ranger battalions, with roughly another 2,500 on their way from bases in the US.

Mr Dick Cheney, the Defence Secretary, pushed to one side the failure to capture Gen Noriega.

Mr Cheney said, "We hope to wrap up Gen Noriega in the near future. But we are very

confident that we achieved the bulk of our objectives in terms of supporting the restoration of a democratic government."

Operations began just before 1 am Washington time and spread throughout the country. The US forces were deployed around the time in the central Panama Canal zone, to the east of the area near the international airport, and to the west by Rio Hato.

The objectives were to isolate and neutralise groups of the Panamanian Defence Force loyal to Gen Noriega and to secure major features such as a dam, power station, roads and the airport. Gen Powell said that several prisoners were taken in these operations.

In Panama City - the "Task

## Community accord expected on rules for cross-border mergers

By Lucy Kellaway in Brussels

**REGULATIONS** for vetting big cross-border mergers are likely to be agreed by European industry ministers today, after 16 years of negotiations.

The rules, which will come into force towards the end of next year, will give the European Commission sole power to investigate mergers with a combined world turnover of more than \$20bn (\$3.6bn). Smaller mergers will continue to be vetted by national authorities, unless the countries concerned invite the Commission to investigate.

The regulation will put an end to the uncertain system under which the Commission has broadly-defined powers to intervene at will over all European mergers, usually after the merger has taken place.

The final obstacle to an agreement was a West German request that national competition authorities should be allowed to re-examine mergers passed by the Commission, when a domestic market would be adversely affected.

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The UK estimates that some 10 to 15 large mergers would be

investigated by the Commission each year.

The Dickson adds from Brussels: All cars in the European Community will have to conform with tough new environmental standards by the end of 1992 if new Commission proposals are adopted.

The new norms for large and medium vehicles are the same as those already agreed for smaller vehicles of less than 1.4 litres and which EC environment ministers said in June should be extended to the two larger categories.

## EUROPEAN NEWS

## Hungarian PM resigns from party praesidium

By Judy Dempsey in Budapest

HUNGARY'S Prime Minister, Mr Miklos Nemeth, yesterday resigned unexpectedly from the praesidium of the Hungarian Socialist (formerly Communist) Party after failing to gain the party's full support for his budget.

The proposals formed a package of austerity measures aimed at reducing the budget deficit from Forints 21bn (\$328.4m) to Forints 10bn through price rises, a reduction of state subsidies and closure of more than 50 unprofitable enterprises.

A stand-by credit from the International Monetary Fund remains dependent on Parliament's acceptance of the budget which is seen as a blueprint for economic recovery.

Socialist deputies, who dominate Parliament, had earlier in the week criticised Mr Nemeth's proposals for reforming the system of subsidies and mortgages on housing on the grounds that they were too tough for the population.

Mr Nemeth had originally proposed a 35 per cent increase in rents for state housing, which accommodates about a

## Progress expected on tough EC single market issues

By Lucy Kellaway in Brussels

MEASURES DESIGNED to create a single market in some 30 different areas will be considered by European Community ministers tomorrow and Friday in a marathon session that is expected to see real progress on many difficult counts.

The meeting is seen as the final test of the French presidency, which until now has made relatively pedestrian progress on many single market

measures but is preparing for a final dash before its time runs out at the end of the year. The two most important areas of merger control and public procurement were singled out at the Strasbourg summit as needing urgent agreement, and at least on mergers, an accord seems to be in the bag.

There is also a fair chance

that ministers will agree to extend existing rules on public purchasing to sectors that

have traditionally been excluded, such as energy, telecoms, water and transport. The difficulty will be to reconcile the various exemptions requested by member states, each of which has wanted to protect its most important markets. The UK has asked for offshore supplies to be excluded, France water supplies, West Germany, coal etc.

Ministers must also decide how open the Community is to

third country suppliers. Some member states would like any goods with less than 50 per cent EC content to be excluded by new rules, so that buyers need not take these bids into account.

A second suggestion is to

allow the purchaser to ignore third party tenders except where they are more than 3 per cent cheaper than the best Community offer. Other more liberal countries argue that

there should be no special preference given to EC suppliers, especially as such arrangements are likely to outlawed in the next Gatt agreement.

An important first step is also expected to be taken towards a free market in insurance. A broad political agreement is expected on the second life insurance directive, which would allow a progressive policyholder to buy insurance in other member states. After

many years of negotiation

agreement also may be reached

on the conditions under which

prisoners, students and "playboys" can live in each other

countries.

For the first time the record

of countries in implementing

EC directives will be examined

by ministers. This is expected

to become a regular feature of

council meetings, and is intended to put moral pressure

those with poor records.

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## WORLD TRADE NEWS

## American Airlines invests \$650m to expand network

By Paul Bettis, Aerospace Correspondent

AMERICAN Airlines, the largest US carrier, has invested more than \$650m to expand its international network by acquiring in two separate deals the route rights to London and to South and Central America from Trans World Airways (TWA) and from Texas Air Corporation.

The first deal involves the acquisition of TWA's Chicago-London route authority for \$150m. The transaction, however, must still be cleared by the US Government.

The second deal involves an agreement with Texas Air to acquire route authorities to 20 destinations in 15 countries in Central and South America from Eastern Airlines which is now owned by Texas Air. It also includes the Miami-London route authority of Continental Airlines, which is also controlled by Texas Air. American is paying \$70m to Texas Air for these routes.

American's acquisition of both the Chicago-London and Miami-London routes is expected to increase competition on transatlantic scheduled airline services and put pressure on British Airways and other European airlines.

## Godzilla enters Japanese epic airport battle

Robert Thomson on the problems besetting Osaka's ambitious £4bn construction project

A GODZILLA film just released in Japan features Kansai international airport - under construction on a man-made island 5km into Osaka Bay - as the battleground in a climactic confrontation between two oversized monsters.

In real life a hardly less dramatic confrontation over the ambitious project is taking place between local residents and developers and between the US and Japan.

That an airport still four years from completion is a prop in the film is testimony to its impact as a landmark in the Japanese mind. Yet, doubts remain about the success of the Y1.000bn (£24.3bn) project, which is in danger of serious cost and time overruns, and may not become the hub of western Japan that its planners intended.

Local governors and mayors have come to Tokyo to urge that the national government support the completion of the airport's planned three runways, instead of the single runway that has so far received central funding.

Mr Hajime Ishii, the director-general of the National Land Agency and influential in development projects, said that finding the money is no problem for the central government, but Tokyo officials would like to see the first stage completed before they commit more money to the project, which is being supplemented by Y2.850bn in related property and infrastructure projects.

He said the developers, the Kansai International Airport

(Kiac), had yet to persuade residents living on the site of connecting road and rail lines to move elsewhere, although Mr Ishii himself now oversees a law that gives the government increased rights to buy the property of private landowners.

Then there is the matter of foreign involvement in a project that was a source of US-Japan friction and is now meant to be a symbol of international construction co-operation. The US had targeted the airport in trade talks to open opportunities in the Japanese market for its construction and technology companies, and Kiac now estimates the contracts for the terminal building and other facilities will be awarded through the use of "transparent methods".

Unfortunately for the project's profile, Japan's Fair Trade Commission, the anti-monopoly body, recently fined six Japanese companies for forming an illegal cartel for the filling operations. But Mr Yoshi Takeuchi, president of Kiac says the rest of the project will be constructed with the combined "wisdom of Japan and the rest of the world".

## Tokyo denies issuing anti-UK guidance

By Ian Rodger in Tokyo

Mr Robert Crandall, American Airlines' chairman, said yesterday the airline was now seeking to use Miami as a key international hub for services to Europe, Canada, as well as Central and Latin America.

Both the Chicago-London and the Miami-London routes will strengthen American Airline's European network which it has been building up rapidly in the last few years. Barely six years ago, the airline operated no services to Europe. The new Central and South American routes also confirm the airline's global ambitions.

Like other US airlines, American has been scrambling to position itself in the European market ahead of the 1992 single market deadline.

British Aerospace has won orders worth more than \$200m for up to 10 BAE 146 regional jets from two European carriers. Sabena, the Belgian airline, has ordered four BAE 146-200 with options for a further four, while Aeroflot Sud of Italy has ordered two BAE 146-300 jets. BAE won orders worth \$300m last week from Crossair of Switzerland for four BAE 146-200 with options on a further eight aircraft.

## EC and US in deadlock over tariff reductions

By William Dufforce in Geneva

THE Uruguay Round on the liberalisation of world trade suffered a setback yesterday when negotiators failed to resolve a long-standing confrontation between the European Community and the US over how to carry out tariff reductions.

There is now no agreed method for effecting the 33 per cent cut in customs duties set by trade ministers at one of the Round's objectives. The Round is due to end next December.

"We have never given any guidance on this issue. It is a matter that is entirely up to companies themselves to decide," said Milt said yesterday.

This arrangement would have enabled it to minimise concessions it might have to make on its high textiles tariffs, but tackle EC farm duties.

Initial efforts to break the procedural impasse before the end of 1988 failed, when the EC refused to abandon the use of a formula to produce co-ordinated reductions in tariffs over the whole gamut of industrial products, including textiles and clothing.

The US wanted to negotiate reductions by individual product sectors, including agricultural products, including textiles and clothing.

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## PANAMA: US MILITARY INTERVENTION

## Sanctions proved little more than an irritant

By Anatole Kaletsky in New York

THE ECONOMIC and financial sanctions against Panama formally lifted by President George Bush after yesterday's invasion turned out to be little more than an irritant to the US business community, instead of a fatal blow against the Noriega regime.

The sanctions, which began with the suspension of all economic and military aid in 1987, were turned into a serious weapon in April 1988, when President Ronald Reagan froze all Panamanian government assets in the US and ordered US citizens and companies operating in Panama to withhold tax payments.

The country was considered particularly vulnerable to financial sanctions because of the use of the US dollar as its main currency.

However, the Noriega regime had removed significant assets from US jurisdiction and the local banking system proved flexible and efficient in establishing an alternative currency when dollars ran out. Another reason for the failure of the sanctions was that the Reagan Administration stopped short of declaring a total trade embargo.

Since companies which wanted to continue operations in Panama had no alternative but to co-operate with the Government, the US financial boycott was widely circumvented and dollar tax revenues started to flow again into the Noriega treasury within a few months of the sanctions being announced.

Last April President Bush attempted to tighten the financial sanctions further, but Congressional analysis in Washington said there were no serious efforts at enforcement.

Then, in September, after General Noriega's installation of a new "puppet government", Mr Bush said he would tighten the screws again and started studying additional economic sanctions the US could deploy.

The outcome of this review was an announcement three weeks ago that Panamanian-registered vessels would not be allowed to enter US ports. But even this blow was softened by giving shipowners a deadline of January 31 to re-register their vessels - a precaution which they will now presumably not have to take. Our Foreign Staff adds: Nicaragua yesterday demanded an immediate meeting of the UN Security Council on Panama, but public debate was delayed because of doubts about who should speak for the Panamanian Government.

In a message to Mr Javier Pérez de Cuellar, the UN Secretary General, President Daniel Ortega of Nicaragua condemned the US invasion and said he would call for strong action by the Security Council against the US.

A UN spokesman said it was up to the Assembly to decide if there should be any change of Panamanian representation from the Noriega regime.

In a flurry of diplomatic activity at the UN, US delegate Mr Thomas Pickering said US troops had acted in self-defence under Article 51 of the UN Charter, following the Noriega regime's declaration that a state of war existed and the killing at the weekend of an unarmed American in Panama.

## Praise drowns out doubts over longer term

Peter Riddell examines support for Bush and the questions raised by the US intervention in Panama

**S**ENDING US troops into action overseas has always been the most difficult, and politically risky, decision for any US president. Yesterday, a few hours after the military action in Panama had started, President George Bush had secured widespread political support within the US for his decision - not least because American forces were still in operation.

However, some doubts were privately expressed about the longer-term results, in terms both of securing the authority of the new government in Panama and of relations with other Latin American countries.

In the short term, the main questions were over the number of US civilian and military casualties, the fate of any hostages and the whereabouts of General Manuel Noriega, the newly overthrown Panamanian strongman. All those could affect the developing response of the US public to the military action.

Even so, Mr Bush's decision was seen by most in Congress as unavoidable. Senator George Mitchell, Democratic majority leader in the Senate

and a recent critic of the president on other foreign policy issues, said his own "concerns necessary for the decisive actions of General Noriega". There were only a few Democratic dissenters, including Senator Claiborne Pell, chairman of the Senate Foreign Relations Committee, who questioned the wisdom of acting unilaterally.

There was already widespread support for strong action, given the failure over the past two years of diplomatic initiatives and economic sanctions to oust Gen Noriega.

After the embarrassing collapse of the coup bid by Panamanian officers on October 3 against the general by parts of the Panamanian Defence Force, Mr Bush faced widespread criticism for being ineffective.

As he made clear in his broadcast yesterday, the last straw leading to his decision to intervene was the event of last weekend, when Gen Noriega's national assembly declared a state of war with the US, an unarmed US officer was murdered, and other servicemen were attacked and threatened. That, the president

said, "was enough."

Yesterday, Mr Bush gave a five-minute televised address at 7.20am from the Oval Office. He stated the objectives of safeguarding the lives of American citizens (35,000 of whom live in Panama), defending democracy in Panama, combatting drug trafficking (Gen Noriega has been indicted in a US court) and protecting the Panama Canal Treaty.

Mr Bush sent a private cable to Soviet President Mikhail Gorbachev, explaining the reasons for the US military intervention in Panama just after the operation began, Mr James Baker, Secretary of State, said yesterday.

But he added there was some evidence to suggest that the message did not arrive before Moscow issued a strong condemnation of the US action, describing it as "gunboat diplomacy".

Mr Baker linked the US military move to the Soviet Union's policy regarding changes in eastern Europe.

Both superpowers, he said, were supporting democracy. The Soviet Union was doing so by staying out of other countries and the United States,

on this occasion, by going in.

The president's address was followed within half an hour by a televised briefing by Mr Dick Cheney, Defence Secretary, and General Colin Powell, chairman of the Joint Chiefs of Staff. They stressed that US forces had secured their main military objectives, isolating and neutralising the Panamanian Defence Force, forcing Gen Noriega to become a fugitive and installing Mr Guillermo Endara as president. The failure to capture the general was presented almost as a secondary matter.

These presentations appear to have given Mr Bush the immediate initiative. But any judgement is preliminary and conditional. First, how many US casualties will there finally be? How many dead? Is Gen Noriega worth? Have any US hostages been taken and what is their fate?

Has the Panamanian Defence Force really been subdued and neutralised? Can Gen Noriega have an effective guerrilla campaign from outside Panama City? Can the intervention be regarded as a success while he is at liberty?

Can the Endara government establish its authority quickly and convincingly? Being sworn in as president on a US military base in the middle of the night does not establish immediate independence from Uncle Sam, for all Mr Endara's credentials won when denied a democratic victory last May in elections annulled by Gen Noriega.

Having committed large numbers of US troops, will Mr Bush find it easy to reduce them to the previous "normal" levels of the US presence?

On an international scale, what does the US intervention mean for relations with other Latin American countries, especially in view of the Bush administration's efforts to lower tensions in Nicaragua? Were protests yesterday by other Latin American governments rhetorical or will they have a more lasting impact? (A contract was immediately, if perhaps misleadingly, drawn between the US action and the Soviet Union's refusal to intervene militarily in eastern Europe.)

The most serious political test of Mr Bush's 11-month presidency is not over yet.

## Bush: I acted to protect Americans

**T**HERE follows an edited transcript of President George Bush's television address on US troops being sent to Panama to overthrow General Noriega.

My fellow citizens. Last night, I ordered US military forces to Panama. No president takes such action lightly. This morning, I want to tell you what I did and why I did it.

For nearly two years, the US, the nations of Latin America and the Caribbean have worked together to resolve the crisis in Nicaragua. The goals of the US have been to safeguard the lives of Americans, to defend democracy in Panama, to combat drug trafficking and to protect the integrity of the Panama Canal treaty.

Many attempts have been made to resolve this crisis through diplomacy and negotiations. All were rejected by the dictator of Panama, General Manuel Noriega, an indicted drug trafficker.

Last Friday, Noriega declared his military dictatorship to be in a state of war with the US, and publicly threatened the lives of Americans in Panama. The very next day, forces under his command shot and killed an unarmed American serviceman, wounded another, arrested and brutally beat a third American serviceman, and then brutally interrogated his wife, threatening her with sexual abuse.

That was enough. General Noriega's reckless threats and attacks upon Americans in Panama created an imminent danger to the 35,000 American citizens in Panama. As president, I have no higher obligation than to safeguard the lives of American citizens.

That is why I directed our armed forces to protect the lives of American citizens in Panama and to bring General Noriega to justice in the US.

I contacted the bipartisan leadership of Congress last night and informed them of this decision. After taking this action, I also talked with leaders in Latin America, the Caribbean and those of other US allies.

At this moment US forces, including forces deployed from the United States last night, are engaged in action in Panama. The United States intends to withdraw the forces newly deployed to Panama as quickly as possible.

Our forces have conducted themselves courageously and selflessly. I salute every one of them and thank them on behalf of our country. Tragically, some Americans have lost their lives in defence of their fellow citizens, in defence of democracy. My heart goes out to their families. We also regret and mourn the loss of innocent Panamanians.

The brave Panamanians elected by the people of Panama in the elections last May - President Guillermo Endara and Vice-Presidents Calderón and Ford - have assumed the rightful leadership of their country.

We today directed the Secretary of the Treasury and the Secretary of State to lift the economic sanctions with respect to the democratically elected government of Panama and, in co-operation with that government, to take steps to affect an orderly unblocking of Panamanian government assets in the US.

## A pock-marked Caligula still a hard man to nail

David Gardner assesses the colourful career and remaining options of General Noriega

ACCURATE intelligence is the commodity with which General Manuel Antonio Noriega built and sustained his remarkable career, and it seemed last night that advance warning of the latest US strike against him had temporarily postponed what seems destined to be an ugly end.

"Tony" Noriega has an eye for his adversaries' weaknesses and needs, which has enabled him to dominate a strategic country and resist previous efforts to remove him.

Even in outline, though, his rise from the Panama City slum of Chorrillos - where yesterday his fortified general headquarters was reduced to smouldering rubble by US troops - is quite a story. He is probably the illegitimate son of an obscure accountant and his maid. He is probably 55 (though claims to be 51).

This September, the US State Department estimated his assets to be \$200m to \$300m, including properties in France and Japan, and three luxury yachts: Macho I, Macho II and Macho III.

The man who took him off the streets and placed him on the rungs to this characteristically vulgar ostentation was his half-brother, Luis Carlos, who put him through school and, in 1962, got him into a military academy in Peru. He soon attracted the attention of the CIA, being willing to sell information on his academy comrades and instructors, some of whom were soon

to take over Peru.

According to Mr William Jordan, former US ambassador to Panama, Gen Noriega was recruited by the CIA in 1966. By then, he was part of the entourage of the late Omar Torrijos, the young officer who seized power in Panama in 1968, starting the *de facto* rule of the Panama Defence Forces (PDF) which lasted until yesterday.

Torrijos is said to have got the young Noriega off charges arising from two separate rapes (of a prostitute and a 13-year old girl) during this period - an early instance of the strongman's taste for sexually humiliating his opponents, one of the darkest sides of a rule which, for the most part, avoided bloodshed.

Gen Noriega repaid Torrijos's historic failure to have destroyed this cohesion and independence by turning Panama into a piece of personal real estate for rent to the highest bidder - or, more usually, to rival bidders simultaneously.

Panama under Gen Noriega became a hive of international intrigue, coinciding with the most intense moments of Washington's obsession with Central America. Once in charge, the general took the logic of Panama's position as a transit country for ships, money and goods to its conclusion. Until the current crisis broke in mid-1987, he was able to mesh himself into the plans of US government departments he had long dealt with and which he was adept at playing off against each other.

Washington has significantly failed to convince the PDF - its only lever against Noriega - of the seemingly open-ended intervention it has now embarked on - of its intentions.

The PDF, drawn largely from the black and mixed-race working class and peasantry, believes its political and social prominence is at risk if its commander is driven out by the US in alliance with the largely white merchant class and traditional oligarchy.

It further insists that Washington's real target is the retention of the canal, with which the PDF sees its future bound up. Captain Eduardo Lim Yanez, a prominent PDF spokesman with little personal affection for Noriega, summed up this attitude at the height of the crisis last year: "We cannot permit the break-up of the

PDF. This attack is not only against the general but aimed at the Defence Forces. There can be no retreat which puts us back on the streets as a police force with truncheons. We are part of the Panamanian state."

Also, US sanctions have all but razed Panama's once thriving economy, damaging Washington's prestige among Panamanians and throughout the region. But they have simultaneously reinforced Noriega's tightly self-financing network.

While the general's power base has been slowly eroded, his intelligence edge has enabled him to defeat two botched coups - in March 1988 and October this year.

Besides, the nationalist flag in which he has wrapped himself is threadbare, the general

has resisted total isolation by exploiting Latin American fears that the drug issue could displace left-wing insurgency as the pretext for US intervention throughout the continent.

During all this, though, Noriega's posture has been defensive.

Aside from worming and drinking, his best-known recreational skill is judo, in which he holds a black belt. He has never looked more cornered than now and he will fight to the bitter end.

He and his aides had braved that, even in the event of invasion, they would wear down US forces in the inhosptile Panamanian interior, forecasting a new Vietnam.

The scale of the comparison matches Noriega's delusions of grandeur, but he may still prove a hard man to get.

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## FAO calls for big Ethiopian relief effort

By John Wyles in Rome

**T**HE British nationality passport scheme for 25,000 Hong Kong residents announced yesterday has generated considerably more political heat and emotion in London during the past few days than in the British colony which returns to Chinese sovereignty in 1997.

"Everyone is going to be very very disappointed and most know they have stood no chance of a passport anyway," Mr Martin Cheung, a company executive, said last night.

"There won't be so much anger as resentment, plus a cynical reaction about how those getting the passports will be chosen."

Broadly, Hong Kong's ethnic Chinese population of over 5.5m people has become resigned to having to fend for itself. The emotional days that followed the June crisis in China have gone. For several months people have known that the UK would reject demands generated by the June crisis for at least 324m holders of British Dependent Territories Citizens passports to be given UK right of abode.

There will of course be objections in Hong Kong to the limited numbers, and Britain will be accused of being elitist and of not looking after its last major colony properly.

The scheme could also be highly divisive, especially in the civil service as the lucky ones are chosen, and when private sector companies choose those people who should qualify by the special criteria of spending time training or working in the UK.

But last night critical reactions were muted, partly at the

Hong Kong government's request. There is a fear that right wing Conservative MPs in London might argue that the scheme should be abandoned if Hong Kong dismisses it as useless.

Some foreign diplomats believe that the most visible practical reaction could be a sharp increase in the number of disillusioned people applying for visas to the main brain drain destinations of Canada (around 22,000 people from Hong Kong a year), Australia (10,000 in 1988-89 rising to an expected 15,000 next year), and newer destinations such as Singapore.

This would be ironic because the scheme announced last night is aimed at stemming the brain drain of people leaving for the insurance of a foreign passport. The government forecasts the departure rate will rise from around 45,000 people this year to 55,000 next year and then level off around 50,000 annually.

"Predominantly we want to keep people who can see us as the right to 1997. The scheme will be designed for that purpose and to boost confidence," says a government official. The scheme will be provide the promise of security in the UK for people in security sensitive jobs to bolster professions and jobs being displaced by the brain drain and to give confidence to the civil service.

The government is worried about sharply falling morale in the civil service and an exodus from the police. These developments are mainly caused by local ethnic Chinese people not wanting to have to answer after 1997 for their actions under British rule.

It will be several months

before individuals and employers know whether they will be one of the 50,000 "heads of household" chosen as key residents on the basis of what is expected to be a points system similar to that used by Canadian immigration authorities.

In the private sector those with most chance will be in the 35 to 45 age group working in the medical profession (especially paramedics), accountancy and auditing, and computer programming and analysis, plus businessmen. The 35-45 age group is being highlighted because these are the people who will be moving into senior jobs by the 1997 handover.

In the public sector the age bands will go higher and will include administrative grades. There will be a special list for people in sensitive jobs which will replace an existing secret scheme that promises abode in

the UK for about 5,000 police, security and other top administrators who may find themselves facing trouble.

The professions and jobs at the top of the list are those which are being most seriously depleted by emigration in the colony's brain drain, and which take time to replenish because of lengthy training.

There will be accusations that the scheme is elitist because it is aimed at the colony's most useful and needed people. Officials rebut that criticism, saying the people will be chosen for practical, not elitist, reasons.

The details of the scheme will now be thrashed out by civil servants from Hong Kong and London while the legislation is passing through Parliament. It is assumed that a special office would be opened in Hong Kong to handle applications that would be invited as

soon as the legislation receives Royal Assent. The first passport might be issued three months later - perhaps by this time next year - with a proportion being held back for issuing later.

However all this may have little impact on the brain drain figures. Next year's expected 55,000 will not be affected because the scheme will not be ready. There may be some impact in 1991, but even that will be limited because the main recipient countries of Australia and Canada give maximum points to a lower age group starting at 25 to 30.

A Hong Kong Institute of Personnel Survey of over 200 companies showed earlier this week that 25-39 was the main brain drain age group.

If it were not for the British scheme however, it is possible that people in the 35-45 group might begin to leave in higher

numbers, using personal investment wealth if they did not qualify on points. Diplomats say discreet inquiries were made for the first time after China's June crisis by the sort of people who should qualify for the British scheme.

Hong Kong has lost some 260,000 in the 1980s to the brain drain, and another 400,000 or so will go by 1997 on expected trends. About 40 per cent are wage earners and 25 per cent are in top professional, technical, managerial and administrative posts. Surveys show that 60 per cent or more of professional staff would like to leave.

Britain's new scheme will probably do little to change the figures. It remains to be seen whether it will meet its subsidiary target of boosting confidence, or whether it reboots and deepens cynicism and divisiveness.

## Rabin tells of concern over Iraqi missiles

By Hugh Carnegy in Jerusalem

MR Yitzhak Rabin, the Israeli Defence Minister, yesterday publicly expressed Jerusalem's concern over progress made by Iraq towards developing long-range missiles, space capability and non-conventional weapons.

Reacting in parliament to claims earlier this month by Baghdad that it had launched a space rocket and tested two surface-to-surface missiles, Mr Rabin said Iraq was channelling enormous resources into developing advanced weapons likely to give it long-range capability.

The defence establishment is keeping a close watch on developments in Iraq in various technological areas, especially Iraq's progress in developing nuclear and long-range ground-to-ground missiles, its entry into space and the development of non-conventional weapons," Mr Rabin said.

Israel has been deeply worried by Iraq's recent progress towards acquiring home-grown sophisticated weapons, mainly by tapping Western technology through an elaborate and secretive network of commercial deals in Europe and the US. Defence officials doubt this month's space launch was as spectacular as Iraq claimed - it said it was a three-stage rocket.

Although not regarded as posing an immediate threat, Israel regards Iraq as a potential beligerent which would join in any Arab attack on it regardless of present political differences, especially with Syria.

Mr Rabin said Israeli monitoring of Iraq was designed to enable the Government to "take the appropriate decision in the light of these developments". In 1981, Israel bombed an Iraqi nuclear reactor near Baghdad to pre-empt Iraq acquiring nuclear weapons capability and has since hinted it would be prepared to take similar action again.

## Iranian oil deal shows desire to help hostages

By Hugh Carnegy

CONFIRMATION by the US that Israel has bought oil from Iran is the latest in a series of recent indications that Jerusalem is continuing to make intense efforts behind the scenes to secure the release of its servicemen captured in recent years in Lebanon, an issue which inevitably overlaps with the fate of Western hostages in Lebanon.

Since Israeli commandos kidnapped Sheikh Abdul-Karim Obeid, a Shia Moslem activist, in south Lebanon last July, triggering a dramatic revival of the hostage crisis, the issue has dropped out of the headlines.

The US State Department said on Tuesday it had been informed by Israel of its purchase of Iranian oil last month. Iran denied the sale, but the US television network NBC said Israel had bought 2m barrels of Iranian crude for \$36m as part of efforts to secure a deal for the release of six of its servicemen missing in Lebanon and - possibly - Western hostages as well.

Unlike the US, Israel makes no bones about its willingness to deal with any party to gain the release of soldiers captured in action. Mr Uri Lubrani, the Defence Ministry co-ordinator for Lebanon, and a former Israeli ambassador to Iran during the Shah's reign, is said by security sources to have had direct contact in Europe with Iranian officials in recent months, presumably including arranging the oil sale.

## Ivory Coast reaches debt deal

By George Graham in Paris

IVORY COAST has reached a comprehensive debt rescheduling agreement with its official creditors at the Paris Club.

The Paris Club agreed to reschedule an estimated \$1bn of repayments over 14 years, with an eight-year grace period before repayments must begin. This is the longest rescheduling period yet granted to Ivory Coast and replaces a multi-year rescheduling agreement concluded in 1987, but which proved impossible to put into effect.

"We had to get out of the classic formula for intermediate income countries of 10 or perhaps 12 years, with five years grace. That was simply not enough. With this agreement we can wipe the slate

clean and start again," commented a Ivory Coast official in Paris yesterday.

Ivory Coast is one of the world's most heavily indebted nations, with an estimated \$14bn of debt outstanding at the end of 1988, equivalent to 1.6 times its gross national product.

The country has been severely affected by the collapse in the price of cocoa, its principal export, on world markets, especially as it had insisted for months on maintaining the support prices it paid to cocoa farmers unchanged.

The Paris Club has since the Toronto summit of last year loosened its terms for low income debtor nations, with

reschedulings up to 25 years and the total forgiveness of some outstanding debts.

• Tanzania has received aid pledges that should enable it to meet external financing requirements next year, after a meeting of donor nations and multilateral institutions at the World Bank in Paris yesterday.

The country's total financing requirements for 1989 are estimated at \$1.5bn, of which \$800m will be met by aid pledges. A further \$200m is expected to be covered by private transfers, and Tanzania hopes the remaining \$260m will come from a debt rescheduling agreement which it is to discuss with the Paris Club in February.

## HEALTH CARE

The Financial Times proposes to publish a Survey on the above on

26 JANUARY 1990

For a full editorial synopsis and advertisement details, please contact:

DENIS CODY

on 01-873 3301

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FINANCIAL TIMES

EUROPE'S BUSINESS NEWSPAPER

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Warrants to subscribe for shares of common stock of

Asahi Pen Corporation

NOTICE IS HEREBY GIVEN, in accordance with the instrument by way of poll executed on 13th October, 1987, by Asahi Pen Corporation (the "Company") in connection with its issue of bearer warrants ("Warrants") to subscribe up to \$4,450,500,000 for shares of common stock of the Company. The Company has modified the terms of the Warrants. The modification is made current to a resolution dated 21st December, 1989 of the annual meeting of the shareholders of the Company changing the financial year end of the Company from 30th September in each year to 31st March in each year. From 21st December, 1989 the Dividend Accrual Period defined in Condition 4 of the Terms and Conditions of the Warrants shall mean the six-month period from 1st October, 1989 ending on 31st March, 1990 and thereafter each twelve-month period ending on 31st March in each year.

Shares issued upon exercise of any Warrant during the period from 1st October, 1989 to 31st March, 1990 shall entitle the holders thereof to participate in full in any cash dividend on the Shares with respect to the entire six-month Dividend Accrual Period from 1st October, 1989 to 31st March, 1990, in accordance with Condition 4 of the Terms and Conditions of the Warrants.

THE SUMITOMO BANK, LIMITED  
as the Principal Paying Agent  
for and on behalf of  
ASAHI PEN CORPORATION

Dated: 21st December, 1989

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## UK NEWS

## Final details of uniform business rate disclosed

By Richard Evans

THE FINAL pieces in the complex jigsaw that will form the new uniform business rate for all commercial and industrial properties in England and Wales from next April were announced yesterday. They will enable businesses to make an accurate assessment of their future rate liabilities for the first time.

Mr Chris Patten, Environment Secretary, announced that the uniform business rate (UBR) will be set at 34.8p in the pound in England in 1990-91, slightly lower than the provisional figure of 36p announced in November.

That is because the results of the revaluation of all commercial properties, the first for 16 years, indicate that, on average, rateable values will increase by eight times, slightly more than earlier forecasts.

By lowering the poundage, the Government is meeting its undertaking to raise from private businesses and nationalised industries broadly the

same amount in real terms as was raised from non-domestic rates in the current financial year. A poundage figure of 36.8p had already been announced for Wales.

The latest figures confirm that factories and warehouses will, on average, see reductions in rate bills everywhere except in inner London. Shops and offices, on the other hand, will attract higher bills in most areas except in the north of England and the Midlands.

Overall, once the five-year transitional period is completed, the rate burden on businesses in the north and Midlands will be reduced by about £930m in real terms.

However, the latest evidence from opinion polls is that many businesses have little idea of the impact of the UBR, and many will get a nasty shock. Many rate bills, particularly for small shops in city centres, will rise by well over 100 per cent, and retailers in central London, particularly, will suffer.

They will ensure that for most properties - those with a new rateable value of below £15,000 in London and £10,000 elsewhere in England and Wales - any increase will be limited to 15 per cent of the previous year's bill in real terms. For larger properties, the increases will be limited to 20 per cent.

To keep the yield broadly the same, those limits on increases will be matched by limits on rate reductions. These have been set at 15.5 per cent for most properties and 10.5 per cent for larger properties in 1990-91 and at 18 per cent and 13 per cent the following year.

## MPs warn Major of recession

By Peter Norman, Economics Correspondent

MR JOHN MAJOR, the Chancellor, is walking a tightrope between recession and continuing inflation with the balance of risk moving in the direction of recession, an all-party Commons committee warned yesterday.

Mr Terence Higgins, chairman of the Treasury and Civil Service Committee, presented a critical report on the Government's economic policy and 1989 Autumn Statement. He said government forecasts of low 1.25 per cent growth next year were surrounded with "more uncertainty than ever before."

Because the Treasury had underestimated the growth in demand in recent years, the committee was concerned that it may now be underestimating the slowdown. "It may be that higher interest rates may have a very substantial effect in a downwards direction... and a dramatic effect on the high streets," he said.

In its report, the committee

● Called on Mr Major to consider steps in his March Budget to prevent high inflation rates from causing a collapse in industrial investment;

● Urged the Chancellor to give more attention to the strong expansion of broad money in the economy;

● Criticised the Government's policy of buying gilt-edged stock to offset the effects of the budget surplus and recommended reconsideration of present guidelines for managing the national debt;

● Argued that the use of currency intervention to sustain a firm exchange rate for the pound was "unwise";

● Praised the Government's new presentation of public expenditure plans which make unclear the details of local authority expenditure in its departmental spending programmes.

The committee criticised the Treasury's past failure to forecast inflation. Noting that the

## Annual GDP rise slows to 1.9%

By Patrick Harverson, Economics Staff

BRITISH company profits fell during the summer and consumer spending remained stagnant as the economy slowed further under the pressure of high interest rates, official figures indicated yesterday.

Only the continued recovery in North Sea oil production prevented overall economic activity from coming to a virtual halt between July and September.

The Central Statistical Office said its average measure of gross domestic product was 0.5 per cent higher in the third quarter than in the previous quarter, and 1.9 per cent higher than the same period a year ago, the slowest annual growth rate for almost five years.

GDP rose by just 0.2 per cent in the last quarter, excluding

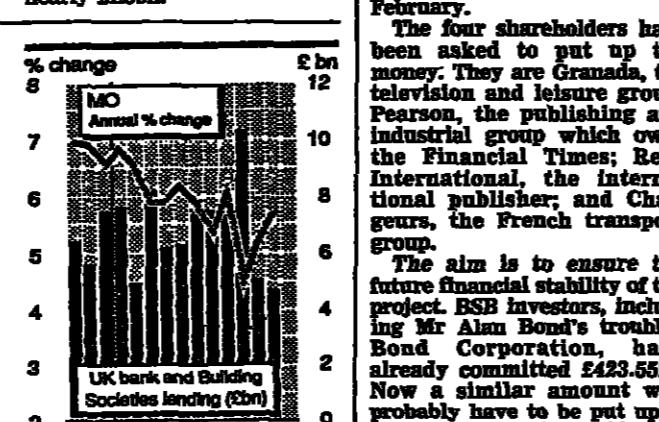
the recovery in oil production after last year's accidents in the North Sea, the figures show.

It is the third consecutive quarter when economic growth has been almost flat.

The CSO said that gross trading profits for UK companies fell nearly 5 per cent between July and September. There was an even sharper fall in the annual rate of corporate profits growth, which was only 2 per cent higher in the third quarter than in the same period in 1988.

That compares with annual profits growth in the previous two quarters of 1.6 per cent and 1.75 per cent.

The high cost of borrowing has squeezed the profit margins of manufacturers because of sluggish domestic demand



## M0 still above target range

By Simon Holberton, Economics Staff

LENDING BY banks and building societies was subdued last month but the Treasury's monetary barometer, M0, continued to grow outside its target range, official figures revealed yesterday.

The Bank of England said that lending amounted to £4.9bn in November, down from £5.2bn in October, and well down on the £7.6bn monthly average recorded over the past six months.

In a separate release, clear-

ing banks' figures suggested that borrowing was relatively subdued.

M0 rose 0.6 per cent, after adjustment for seasonal variations, to stand 5.7 per cent higher than November last year. That is still well above the Treasury's 1 to 5 per cent target range set for the 1989-90 financial year.

Signs indicate, however, that M0 growth - considered a good indicator of economic activity - may be moderating.

The aim is to ensure the future financial stability of the project. BSB investors, including Mr Alan Bond's troubled Bond Corporation, have already committed £423.55m. Now a similar amount will probably have to be put up if the project is to be viable.

The Government's plans to clean up the environment include power

## Goals for a commercial railway

Kevin Brown reviews BR's progress under the corporate plan

THE Government's announcement of fresh three-year objectives for British Rail announced in the corporation's five-year business plan, brought predictable howls yesterday from the Labour Party and railway trade unions.

The headline figure - a cut of about 30 per cent in central government subsidies to £245m - brought little grining from BR managers, most of whom welcome the stability the system of three-year objectives has given to the railway since its introduction in 1983.

"We not only know where we are going, but, through the commitment to action plans by managers responsible for their achievement, we also know how we are going to get there," says Sir Robert Reid, BR chairman. "The plan is therefore a practical basis for action and not a theoretical desk exercise."

The two companies had hoped to bolster their competitive position, however, by achieving significant economies of scale in the next three years through the joint service.

The announcement will be welcomed by Eurotunnel, the Anglo-French Channel tunnel group, which is negotiating loans of more than £1bn from its bankers to cover escalating construction costs.

It came as a blow to Sea Containers, the Bermudan-based parent company of Sealink, which is fighting a hostile takeover bid from Tiphook, the UK container and trailer rental group, and Stena, a private Swedish ferry operator.

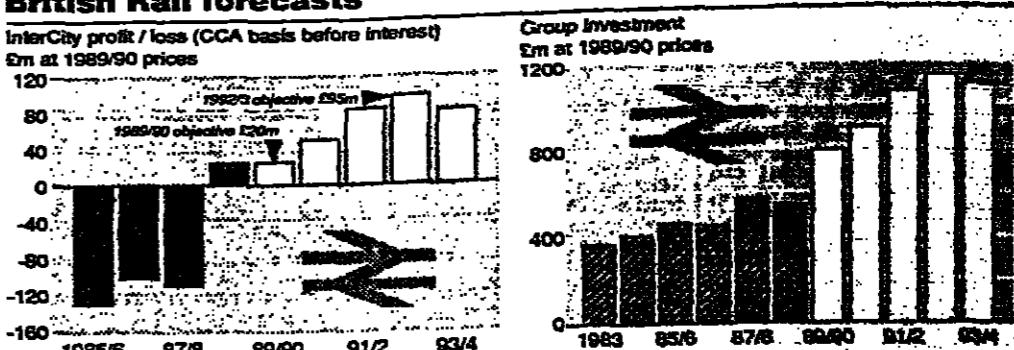
Sea Containers said it was disappointed by the ruling, and hinted that fares might have to rise to pay for new ships on the Channel, including two "jumbo" ferries being refurbished at a cost of £50m.

The group contrasted that with its undertaking to the Commission that fares would not have risen by more than the rate of inflation if the joint service had been allowed.

Sea Containers said the ruling left it free to negotiate a scheduling agreement with P&O, which would co-ordinate sailing times without harmonising prices.

P&O European Ferries said the Commission's decision was surprising. "It does not affect P&O European Ferries' previously stated objective to provide a first-rate, competitive alternative to the tunnel," the company said.

### British Rail forecasts



(PSO) grant. That has been done partly through decentralisation of the railway into five business sectors, with the long-term aim of isolating those parts of the corporation which will always need taxpayer support.

The trend will be accelerated shortly when the sectors are each given their own balance sheets.

The effect will be to establish the sectors as virtually autonomous units, and to provide an accurate picture of the financial performance of each. Decentralisation also means that the effect of the Government's objectives will vary.

InterCity, the flagship express service, ceased to be eligible for PSO nearly two years ago, and made a profit of £26m last year on a current cost accounting basis before interest. Under the new objectives, InterCity is required to increase its profit to £55m, equivalent to an increase in return on assets from 1.3 per cent to 4.75 per cent (restated for accounting changes).

BR says savings from higher productivity, technological improvements and a 7.5 per cent increase in demand mean that fares will not have to rise dramatically, although they will "relate to what the market will bear."

Network SouthEast, which operates London commuter services and some

long-distance routes, is expected to receive about £50m in PSO for the current year - and will have to break even by 1992-93, when it will lose all grant income. BR is counting on an increase in demand of 4 per cent a year to restrict fare increases to 2.5 per cent a year in real terms.

The plan overall appears to make BR very vulnerable to fluctuations in the economy. Recession could have a devastating impact on transport demand, and therefore on cash flow. The corporate plan assumes overall growth in the economy of 2.7 per cent, which looks optimistic, beside the Chancellor's autumn forecast of a 1.5 per cent rise in gross domestic product next year.

The freight business also faces serious difficulties when the electricity supply industry is privatised. The sector's profitable coal-carrying contracts will have to be renegotiated.

There are other uncertainties, too. BR will face a large bill for safety improvements following from the death of 35 people in the Cleethorpes disaster a year ago. Spending of about £20m has been built into the corporate plan, but the eventual bill is likely to be much higher, and may have to be funded by extra borrowing or fare increases.

In spite of the obvious shortcomings of the railway, senior managers remain proud of their record in reducing subsidy requirements from a peak of £1.1bn (at today's prices) in 1988. The danger remains, however, that a recession would drive up losses again, and show that the objective of a commercial railway remains a dream.

## Barlow Clowes advisers face writs

By Richard Waters

WRITS AGAINST advisers involved in the Barlow Clowes affair could be issued within a month, it emerged yesterday.

Such legal action will be the only route open to the Government to recover as much as £100m of the £150m of taxpayers' money that is to be paid out in compensation to Barlow Clowes' 18,000 investors.

Mr Michael Jordan, of Cork Gully, one of the joint Barlow Clowes liquidators, said a decision would be taken "early in the new year" about whether or not to sue any third parties involved in the investment group, such as lawyers and accountants.

The liquidators have yet to complete their investigations into the possible claims. However, a task force set up more

than a year ago to assemble cases against those with a potential liability, is thought to have completed much of the work.

It is understood that the liquidators sought counsel's opinion in the autumn on the question of whether or not some of the advisers involved owed a "duty of care" to investors. Unless such a duty can be established, there would be no case to answer.

By taking over the rights of investors, the Government will have the right to sue in investors' names, rather than on its own behalf.

Among those whose role in the affair has been investigated are the accountants Spicer & Oppenheim (formerly Spicer & Pegler) and lawyers Herbert Holdings.

## Insurer wins asbestosis claims action

By Raymond Hughes, Law Courts Correspondent

ORION Insurance Company has won a High Court action in which it is claiming a minimum of £22m (£2.7m) in contributions from Sphere Drake Insurance in connection with insurance claims by asbestos victims.

Mr Justice Hirst yesterday ruled in Orion's favour on a dispute over a 1976 agreement about the companies' respective liabilities under insurance pool arrangements first entered into in the early 1980s.

The amount Sphere Drake will have to pay as a result of the ruling that it has a continuing liability will be decided at a later court hearing. Sphere Drake may appeal.

The judge said that in 1983 and 1984 three insurance companies - Orion, Sphere and Drake - entered into pool

agreements under which Orion was to act as sole underwriting agent for the other two.

In 1985 the pools were struck by two catastrophes: Hurricane Betsy and, more seriously, asbestos claims, mostly in the US, which only became apparent in the early 1980s.

Sphere got into financial difficulties that resulted in its being acquired in 1986 by Alexander Howden (Holdings). When Sphere and Drake (which later merged) both withdrew from the pools, the critical question arose of who would carry on Sphere's continuing liabilities.

Prolonged negotiations led to an agreement in April 1976, under which Orion and Sphere Drake each accepted financial responsibility for the run-off of its own business from December 31 1974. The judge said that the status of that agreement was central to the litigation.

Sphere Drake contended that it was legally binding, settling once and for all the parties' liabilities in relation to the pools.

Orion contended that it had been a non-binding "goodwill" agreement, that the pool arrangements still stood and that Sphere Drake therefore had to continue contributing to payments made by Orion.

The judge concluded that Orion had proved that the agreement was not contractually binding. He said Mr Leslie Sage, a director and general manager of Orion until he retired in 1980, had been able to judge the pros and cons of Orion's entering into a binding agreement.

## Green bill forms framework for action against pollution

The Government's plans to clean up the environment include power

of closure and unlimited fines, says John Hunt

ble for mishaps occurring when the waste has left their plant and is being transported or disposed of.

Breaches of this legal obligation will be a criminal offence and fines can be imposed.

Inspectors will be able to order a company to clean up a site it has polluted. As a last resort, the offender could be taken to court and the plant closed down.

In the past, when a waste dump has become badly contaminated, an operator has been able to surrender the licence and leave the site in that condition.

That will no longer be possible.

The Environment Secretary will have the power to prevent undesirable imports or exports of hazardous waste. Powers will be used in extreme circumstances and could prevent an incident like that of the Karin B ship, which last year tried to

bring in toxic waste that had been dumped originally in Nigeria.

In the disposal of domestic waste, the "poacher and game keeper" role of the local authorities will be imposed.

At the moment, waste disposal authorities, controlled by county councils, regulate waste and also run their own waste sites.

The legislation brings together a wide variety of unconnected measures that have accumulated on the environment front over the past decade.

A particularly contentious proposal is the splitting of the Nature Conservancy Council into three separate bodies for England, Scotland and Wales.

## Big banks pull out of student loans scheme

By Jimmy Burns, David Lescelles, and Alison Smith

THE Government's controversial student loan scheme yesterday suffered a potentially irreversible setback when five leading British banks announced that they were withdrawing from it on commercial grounds.

The Education Secretary, Mr John McGregor, while expressing "regret" at the banks' decision, said that arrangements were being made for the central administrator of the scheme, the Students Loans Company, to pass into the ownership of the Government so as "to ensure continuity in the necessary preparations".

Under the Government's original scheme, students loans were to be introduced from next September when undergraduates were to be able to top up their grants by borrowing £420 from most of the major banks. The loan element was to be introduced gradually until it accounted for 50% of the students' income.

However banks had come to doubt whether they stood to

make any money from administering the scheme.

Government officials last night were insisting that a "closer relationship" between the company and the students, possibly through a direct debit mechanism, would prove less costly in the short-term but they were unable to detail exactly how they plan to administer the scheme.

Meanwhile, in the House of Commons, Mr Jack Straw, the opposition Labour education secretary said that participation of the banks was "absolutely central" to the administration of the Government scheme which he said was now in "total ruins".

The decision by Barclays, the National Westminster Bank, the Midland Bank, the TSB, and the Royal Bank of Scotland to pull out followed an intense campaign against the scheme organised by the National Union of Students which had largely succeeded in swaying counter action among Government supporters.

## Takeover Code changed to protect shareholders

By Nikki Tait

BRITAIN'S Takeover Panel, the UK watchdog on bids and deals, yesterday issued four amendments to the Takeover Code, designed to give shareholders greater protection when members of management bid for an entire quoted company.

Management buyout bids have been the subject of considerable controversy over the past eighteen months.

The issue centres on the fact that management is inevitably in a privileged position with regard to up-to-date information about the company.

The Panel is now making four Code amendments. These state:

• The target company's board should appoint an independent adviser as soon as possible, and stresses the importance of the role;

• The bidder should promptly supply the independent directors and their advisers with all the information which has been made available to the management team's financing backers (or potential backers);

• The information which should be available to any other potential bidder should be "that information generated by the offeree company which is passed to the external providers of finance". The info should co-operate with the independent directors in assembling this information.

• A director will be viewed as having a conflict of interest and should not, therefore, express views on the offer—if he has any continuing role (executive or non-executive) in the bidding vehicle or the target company once the offer is successful.

## Workers at Ford vote for strikes over pay

By Michael Smith, Labour Correspondent

UNION LEADERS at Ford, the vehicle manufacturer, said yesterday they were considering calling strikes in the second week of January after they announced that manual workers have voted by four to one in favour of staging stoppages.

They said they were available for talks with Ford but warned that the company would inevitably face a strike campaign if it did not change its "final and non-negotiable" pay offer.

In the ballots, which took place on Monday and Tuesday, 20,343 of Ford's 32,000 manual employees took the advice of union leaders and voted in favour of strikes, and 4,727 were against.

The size of the majority will worry government ministers, who are campaigning against the pay offer as part of their fight against inflation. It will also cause concern for hundreds of companies who use the Ford settlement as a benchmark.

Ford's offer—9.5 per cent in the first year of a two-year deal, and inflation plus 2.5 per cent in the second—is already higher than other recent settlements.

However the unions are looking for a rise of at least 10 per cent and are angry that the company has failed to respond to their demand of a cut in the 39-hour week.

Mr Jack Adams, lead negotiator for the TGWU general workers' union, said yesterday that Ford was extremely profitable and had made more than £1.4bn at the pre-tax level in the last two years.

"We are not prepared to accept sub-standard wages and conditions from a company like that."

Mr Jimmy Airlie, lead negotiator for the AEU engineering union, said the unions wanted a negotiated settlement but it was up to the company to approach them.

In the ballots, all 21 plants were in favour of strikes. Majorities varied from 62 per cent to 96 per cent. A typical fitter at Ford earns £226 for a 39-hour week.

## THE AMBULANCE DISPUTE

### Breakaway union rejects pay settlement

By Fiona Thompson, Labour Staff

ANY resolution to the increasingly bitter ambulance dispute appeared bleak last night after the breakaway Association of Professional Ambulance Personnel (APAP) rejected by two to one the Government's 9 per cent, 18-month pay offer.

The result put paid to hopes held by Mr Kenneth Clarke, Health Secretary, of using a yes vote by the association to split the country's 22,500 ambulance workers in an attempt to end APAP's membership.

Mr Clarke only gave APAP negotiating rights less than three weeks ago, after the five TUC ambulance unions rejected the 9 per cent offer. Had the association followed

its executive's recommendation and accepted the offer, the likelihood is that the award would have been imposed throughout the country.

The APAP vote was 1,413 against acceptance and 681 for, in a 47 per cent turnout, although the TUC unions claim

"was up to the unions". He

said it was quite unreasonable

to pursue a claim for 11.4 per

cent and a link to firefighters

pay.

The result put paid to hopes

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Health Secretary, of using a

yes vote by the association

to split the country's 22,500

ambulance workers in an attempt

to end APAP's membership.

Mr Clarke said he was disappointed that the offer, which in his opinion was "fair and reasonable", had not been accepted. What happened now "was up to the unions". He said it was quite unreasonable to pursue a claim for 11.4 per cent and a link to firefighters' pay.

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secretary of APAP, said he had asked the Department of Health for further talks, in the light of yesterday's rejection and the association's ballot last month which gave a five-to-one vote in favour of limited industrial action.

The Department of Health said last night it was considering the request for a meeting.

A telephone opinion poll of 1,003 adults interviewed last weekend showed that 72 per cent thought key public service workers should be allowed to take industrial action over pay.

Mr Clarke said there was no point in Roger Poole asking for weekly meetings "when he merely repeats the same things he said 2½ months ago."

Mr Richard Kirlew, national

secretary of APAP, said he had

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and the association's ballot last

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At least eight bogus fax or

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"Invoices" from three swindlers have been delivered in

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1.

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Ms Jackson-Matthews said:

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Two thousand bogus

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Police estimate that the

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To make prosecution diffi-

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One of this week's attempted

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directory allegedly published in

Appenzell, Switzerland,

where the money has to be

sent.

An operation centred in

Dublin comes in envelopes

posted in Finland.

## Concern over 1992 fuels fax swindle

By Ian Hamilton Fazey

COMPANIES are receiving bogus fax directories as swindlers reactivate computerised mailing lists to take advantage of Christmas.

Fraudsters try to take advantage of senior managers' holidays, hoping that junior staff with little experience will pay spurious invoices posted from continental Europe for proposed entries in non-existent directories.

At least eight bogus fax or telex directory operations came to light in the summer.

"Invoices" from three swindlers have been delivered in the past week. They are identical to some received in August, except that the date has been changed to December 1.

Ms Jocelyn Jackson-Matthews of the Association of British Chambers of Commerce said fraudsters were also exploiting concern among companies about their preparedness for the European single market after 1992.

Ms Jackson-Matthews said: "They say companies need to subscribe to their directories to widen their European exposure. There is a danger of managers falling for this without thinking."

Two thousand bogus invoices were referred to the association's London offices in the first eight months of 1989.

Ms Jackson-Matthews said many companies had paid, unaware that they could be no enforceable contract since all the "invoices" were illegal.

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An operation centred in Dublin comes in envelopes posted in Finland.

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Payments will be made on and after January 31, 1990 against presentation and surrender of Notes with coupons due January 31, 1991 and subsequent coupons attached, subject to applicable laws and regulations, at the main offices of Morgan Guaranty Trust Company of New York in Brussels, Frankfurt-am-Main, London, or Paris or at the main offices of Swiss Bank Corporation in Basle, or Kredietbank S.A. Luxembourg in Luxembourg, by United States dollar check drawn on a bank in New York City and delivered or mailed to an address outside the United States or transfer to a United States dollar account maintained by the payee with a bank outside the United States.

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BOISE CASCADE CORPORATION  
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Dated: December 21, 1989

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FINANCIAL TIMES  
EUROPE'S BUSINESS NEWSPAPER

#### JAMAICA

The Financial Times proposes to publish this survey on:

8TH  
FEBRUARY  
1990

For a full editorial synopsis and advertisement details, please contact:

Nigel Bicknell  
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FINANCIAL TIMES  
EUROPE'S BUSINESS NEWSPAPER

#### THE SOVIET UNION

## BUSINESS LAW

### Bondholder suits in the US

By Leo Herzel and Richard W. Shepro

BONDHOLDERS GENERALLY see themselves as one of the big losers in highly leveraged acquisitions and recapitalisations. On the other hand, institutional bondholders have also been large gainers as target shareholders in these transactions.

Despite this, a few large institutional bondholders have been sufficiently troubled by price declines in their bonds to sue the issuers. Two recent cases have been decided summarily against the bondholders.<sup>1</sup> Whether institutional bondholders ultimately win or lose these cases is less important than that they were willing to bring them.

A very short time ago, these bondholder suits would have been unthinkable. Institutional investors were a very important part of the solid consensus in the US behind the boom in takeovers and leveraged buy-outs. Their aggressive quest for short-term profits on the equity side helped to promote the kind of transaction attacked in these cases.

Hartford Fire Insurance Company sued Federated Department Stores and its former officers and directors over the sale of Federated to the Canadian Campeau company. Hartford had bought \$25m worth of Federated notes in October 1987. Three months later Campeau began its hostile bid. After several weeks of financial and legal skirmishing with the target and its white knight, R H Macy & Co. Campeau emerged as the winner of the auction.

Relying on the anti-fraud provisions of the federal securities laws, Hartford argued that when Federated issued the notes it should have disclosed that it was a candidate for a potential takeover and also that its chairman had been considering a leveraged buy-out of his own.

The court found these omissions immaterial, applying the very general disclosure standards announced by the US Supreme Court last year.<sup>2</sup> The plaintiff had not even alleged that Federated had anticipated any particular offer or had taken any steps towards a sale, and the chairman's plan was never more than a dream. Moreover, there had been frequent speculation in the financial press that Federated was a takeover target. Now they are beginning to question

Hartford's most interesting legal theory was that Federated had violated an "implied covenant of good faith and fair dealing" in the notes. In support of this theory Hartford argued that it had understood it was buying a "conservative, low-risk notes in a financially sound and secure company" committed to long-term growth. Actions that would alter the character of the company should not be permitted.

However, since the indenture governing the notes expressly contemplated mergers, the court concluded that adoption of Hartford's argument would give it a windfall contractual protection.

Metropolitan Life Insurance sued RJR Nabisco over a similar set of facts. However, there were two differences — one favourable to MetLife and one not. The RJR leveraged buy-out by KKR began with a proposal for a leveraged buy-out by its chairman, Ross Johnson.<sup>3</sup> As a result the company's management may have had more concrete information earlier and arguably the company was more responsible for the leveraged buy-out than Federated who had been the target of a surprise bid. On the other hand, MetLife was a long-standing bondholder who could not claim it had recently been misled to buy the bonds.

MetLife urged the same implied covenant theory as Hartford. RJR, MetLife contended, had frequently assured its bondholders that it would strive to maintain its high credit rating. However, the judge took a dim view of the implied covenant theory. He noted that MetLife was among the most sophisticated financial institutions in the country. A sophisticated bondholder, he implied, should not rely on informal assurances.

Moreover, in 1985 MetLife had voluntarily exchanged some RJR bonds that contained explicit debt limitations for bonds without these restrictions and internal MetLife memoranda had discussed the vulnerability of public bondholders to high leverage. The mere existence of these cases is illustrative of a new sour point of view about takeovers in influential US circles. Economists provided the intellectual backbone and rhetoric for the takeover boom. Now they are beginning to question

the most basic assumptions of the old consensus.

Recently, for example, the Massachusetts Institute of Technology Commission on Industrial Productivity said that hostile takeovers and leveraged buy-outs in the US cause "an excessive and dangerous overvaluation of short-term profitability."

Harvard Business School professor Jay Lorsch has just published an empirical study of boards of directors. He asserts as axiomatic that: "Choices have to be made between short and long-term shareholder interests. Long-term corporate health means considering other stakeholders."

Little more than a year ago these would have been fighting words in advanced business school circles in the US and in the UK. Typical of old takeovers was the pre-eminence of immediate premiums for target shareholders.

Professor Michael Jensen, now also at Harvard Business School, has been an ingenious theorist, researcher and exponent for the takeover movement. Recently he has begun to distinguish between takeovers by cash-rich public companies (usually wasteful) and leveraged buy-outs, which he argues promote efficiency through the discipline of leverage and realistically large incentives for management.

Politicians are also deserting. Not long ago, Congress and the Reagan administration were being looked to for legislation restricting takeover defences. Now the takeover industry considers itself very lucky to escape anti-takeover law changes.

Suing over past deals sends out important signals of dissatisfaction but otherwise is not very useful. On the practical side, institutional investors are working hard to develop better protections for the future. The most direct way is to insist on more favourable terms to compensate for the risk. However, debt restrictions and other financial tests also are important ideas in this respect.

These have long been customary in bank loan agreements and in private debt placements.

Issuers, however, are reluctant to agree to financial restrictions in public debt because they may be difficult to modify or refinance later.

On the other hand, if bank loans need modification the banks have incentives to be co-operative, such as higher interest rates or assurances of more business.

The "poison put" is one device that is being experimented with to protect holders of public bonds against the risk of takeovers and increased leverage. The first poison puts required users to buy back after a hostile takeover.

However, the protection this affords is small because take-over defences such as poison pills and state anti-takeover laws, most hostile bids ultimately become friendly.

Improved poison puts attempt to cover negotiated acquisitions, recapitalisations, leveraged buy-outs and other substantial financial transactions that might leverage the company. Some poison puts do not become effective unless bond ratings go down. Others are triggered merely by an acquisition of a large block of shares by a third party. However, this may create a risk that they could be attacked as an illegal takeover offer.

In the end, we should remember the laws of economics. Bondholders will have to pay a price to obtain these protections. Safer bonds will pay lower rates of interest and there may be fewer of them.

Hartford Fire Insurance Company v Federated Department Stores, CCH L Rep 94, 744 (SDNY Oct 13, 1989); Metropolitan Life Insurance Company v RJR Nabisco, 715 F Supp 1594 (SDNY June 1, 1989).

<sup>1</sup> See Herzel & Shepro, "Shareholders and Leverage," *Financial Times*, January 5, 1989.

<sup>2</sup> Derousseau, Lester & Spivak, *Money in America: Regulating the Production Edge*, p. 144 (1989).

<sup>3</sup> Jay W. Lorsch, with Michael Meister, *Principles of Takeovers* (1989).

<sup>4</sup> See Jensen, "Escape of the Public Corporation," 57 *Harv Bus Rev* 61 (September-October 1989).

<sup>5</sup> See Herzel & Shepro, "Another Step Backwards for US Takeovers," *Financial Times*, June 8, 1989.

The authors are partners in Mayer, Brown & Platt.

#### THE SOVIET UNION

The Financial Times proposes to publish a Survey on the above on

12th March 1990

For a full editorial synopsis and advertisement details, please contact:

Patricia Surridge

on 01-873 3426

or write to her at:

Number One, Southwark Bridge

London SE1 9HL.

FINANCIAL TIMES

EUROPE'S BUSINESS NEWSPAPER

#### COMPANY NOTICES

##### TRONOH MINES MALAYSIA BERHAD

(incorporated in Malaysia)

##### ANNOUNCEMENT TO SHAREHOLDERS

In compliance with Section 101A of the Listing Requirements of the Kuala Lumpur Stock Exchange (KLSE) relating to the delisting of Malaysian incorporated companies from the Official List of the Stock Exchange of Singapore Ltd, the Board of Tronoh Mines Malaysia Berhad has resolved to delist the Company from the Official List of the KLSE with effect from 1st January, 1990.

The company will however continue to be listed on the Official List of the KLSE and the International Stock Exchange of London.

By order of the Board  
WAN MOHAMED WAN YUSOFF  
Secretary  
London Agent:  
Vidacor Corporate Services Limited  
40 Holborn Viaduct  
London EC1P 1AJ

Kuala Lumpur  
21st December, 1989

##### UOB SUPER ECU FUND MANAGEMENT COMPANY S.A.

17, rue des Bains

L - 1212 LUXEMBOURG

Notice to UOB SUPER ECU FUND holders

The Board of Directors of the UOB SUPER ECU FUND MANAGEMENT COMPANY S.A. informs the UOB SUPER ECU FUND holders that the new Management Regulations approved by the Board of Directors as amended in accordance with the law of March 30th, 1988 on collective investment undertakings take effect as from September 13th, 1988. The Management Regulations were filed at the "Tribunal d'Arrondissement de Luxembourg" on September 18th, 1988.

The Management Regulations are at the disposal of the unitholders at the registered office of the Management Company, from which a copy may be obtained.

The Board of Directors informs furthermore the unitholders that the amount of the Fund's assets drawn up in ECU is increased from 50 to 75%.

The Board of Directors

Accordingly, the record date for the payment by the Company of annual cash dividends and interim dividends will become 31st March and 30th September, respectively, in each year.

The Dividend Accrual Period is defined in Condition 4 of the Terms and Conditions of the Warrants, that the Company has executed a Supplementary Instrument on 20th November, 1988, with immediate effect from such date, its financial year-end from 31st August to 31st March. As a second and final measure, the Company will have a 7-month financial period from 1st April until 31st March of the following year.

In the opinion of the Company and The Fuji Bank and Trust Company, as Disbursement Agent (with reference to Condition 12B) of the Terms and Conditions of the Warrants, this modification is not materially prejudicial to the interests of the Warrantholders.

##### CREDIT D'EQUIPEMENT DES PETITES ET MOYENNES ENTREPRISES

£35,000,000

11 1/4% Guaranteed Bonds 1995

(Convertible at holders' option into U.S. Dollar denominated Guaranteed Floating Rate Notes 1995)

For the period 19th December, 1989 to 19th June, 1990 the Floating Rate Notes will carry an interest rate of 8 3/4% per annum and coupon amount of U.S. \$65.63 per U.S.\$1,500 Note, payable on 19th June, 1990.

Bankers Trust Company, London Agent Bank

##### QATAR

The Financial Times proposes to publish this survey on:

22 February 1990

For a full editorial synopsis and advertisement details, please contact:

Mrs Laurette  
Lecomte-Peacock  
on 01-873 3515

or fax her on 01-873 3079:

# Would you have the nerve to take a train ride that could last 15 years?

We would. We're Montedison, Italy's largest fine chemical company, part of the Ferruzzi Group. And we know that, if you want to change the future, you've got to start planning for it now. Materials chemistry. Health care. Clean energy. These are the fields of our endeavours. And these are the fields in which we are among the world leaders. It is only by creating solutions that are technologically and socially advanced, and compatible with our environment, that we can have an alternative that spells progress. And to do this, to be prepared for tomorrow, we must place research at the heart of our industrial system. This is what we are doing. And we're doing it with success. Every year we invest more than £200 million in Research and Development.

 **MONTEBISON**  
*Gruppo Ferruzzi*

**NEXT GENERATION CHEMISTRY**

## MANAGEMENT: Marketing and Advertising

**T**he campaign that ended last week with the British Government conceding a 20-a-week pension increase to 53,500 war widows was planned and executed with the precision of a military operation.

But the difficulties that combined to win the day were those of public relations, advertising and political lobbying.

After 15 years of unavailing struggle to secure a better deal from successive governments for pre-1973 war widows — whose pensions were less than half those currently granted — Major General Laurie Gingell, general secretary of the Officers' Pensions Society (OPS), this year turned to communications specialists for help.

At the end of January, he was introduced to Citigate Communications, the City of London financial and corporate public relations consultancy.

Gingell, who saw the OPS's 50th anniversary as an opportunity to mount a renewed campaign, delivered a long briefing on the complex problems of armed services' pensions to Citigate on January 30.

"We decided to concentrate on the one, most important issue — equal pensions for war widows — to ensure that the campaign would deliver a single, simple message to politicians, media and public," says Peter Rose, corporate director and former Whitehall press opportunities officer. "We had to avoid any confusion."

That decided, the Citigate team began to plan the campaign strategy. With Jill Cholmondeley, a Citigate corporate manager, Rose dug back into the records of government treatment of war widows. "We looked for any precedents that might help the campaign — cases which would enable us to say to the Government: 'You did it once, why not do it again?'"

They found a number of cases to support their argument for equal pensions — including ex-gratia payments to widows of men killed in Northern Ireland before 1973. "Such precedents," says Rose, "were important not only in strengthening our approach but for the justification they offered for a change of mind by the Government — a way of getting off the hook gracefully."

While the digging was going on, Paul Twyman, Citigate's political lobbyist and former civil servant, was sounding out opinion on the issue in Westminster and Whitehall. Successive early day motions in the Commons had shown strong

**Lobbying**

# How Britain's war widows finally won the day

Philip Rawstorne examines the genesis of a campaign which eventually persuaded the Government to increase the entitlement of 53,500 pensioners

**BOTH MEN DIED FOR OUR COUNTRY****ONE WIDOW RECEIVES UNDER HALF THE PENSION OF THE OTHER****WHAT HAPPENED TO THE BRITISH SENSE OF FAIR PLAY?****CAMPAIGN FOR EQUAL PENSIONS FOR WAR WIDOWS**

OPS whose budget had made no provision for advertising.

Rawlinson says: "I approached the task as if it were the launch of a new brand. The advertising had to create awareness of the problem, explain it, and provide a launch platform from which the PR campaign could operate."

He made his pitch to the OPS early in September — not long after ITN had nibbled at the story in its early evening news. "That gave us evidence of media interest — but also of the difficulty of ensuring wide coverage in competition with other news," says Rose.

The OPS was persuaded that

PR alone could not guarantee media space and time. Rawlinson was given the go-ahead for an advertising campaign, coupled with an appeal for public donations towards the £250,000 it would cost.

His first advertisement, planned for full-page display in several national newspapers, featured wedding photographs of two servicemen, one in 1944, the other in 1989.

"Both men died for our country," the headline proclaimed. "One widow receives under half the pension of the other. What happened to the British sense of fair play?"

The advertisement made no reference to the OPS. "We

wanted to avoid any suggestion of elitism," says Rose. The campaign was to be for equal treatment for all war widows.

Dame Vera Lynn, the 1939-45 "Forces' Sweetheart", willingly conscripted to the cause, invited donations to the campaign and telephone pledges of support.

Citigate was now almost ready to go public. The date, it was decided, should be Monday, October 30 — close to Remembrance Sunday, when Parliament was again in session, and on a day of the week when news was usually thin.

Letters were still passing to and fro between war widows and MPs — and the Citigate team monitored them, noting reasons given for inaction, and preparing counter-arguments.

Journalists were alerted; and sympathetic MPs of all parties briefly briefed. The Whitehall experience gained by Rose and Twyman in helping ministers to answer questions was now put to use in asking them.

In the week before the launch, the MPs put down more than 100 parliamentary questions on the issue to the Ministry of Defence and the Department of Social Services.

Twyman quietly made the Westminster and Whitehall rounds — "leaving no footprints in the snow" — warning of a surge of public feeling on war widows' pensions, and advising those who had the Prime Minister's ear that something would have to be done to satisfy it.

Up to the moment of the campaign launch, he says the response was still sceptical.

"They had dealt with this before, and they thought they could see it off again," he says.

Dame Vera launched the campaign at a national press conference, attended by MPs from the four main parties, and 24 war widows. Provincial newspapers were directed to local sources for stories. Next day, countless headlines reported: "Dame Vera goes to war..."

The supporting advertisement became news, earning 90

seconds of national television coverage. The *Times* of London had more than 8,000 letters, and donations ranging from £1 to £10,000 began to pour in.

Features and editorials on "The Debt of Honour" reached a crescendo around November 11, Remembrance Day. A poem appeared in the *Weekend Guardian*.

The Daily Mail began its own campaign on the issue, so in the over-50s age group (or over 55 — the threshold in marketing terms for older consumers in variable) already have some £105bn of disposable income to spend on themselves and this figure is set to grow steadily over the next decade.

Most marketers, moreover, are also well aware that the grey consumers of the 1980s will increasingly angle their spending towards leisure pursuits. After all, they will have fewer responsibilities (children having left home), more time (being either retired or approaching retirement), and significant amounts of capital (either from inherited wealth or by benefiting from occupational pension schemes).

All these factors should help fuel leisure markets such as travel, eating out, and participative sports in the decade ahead. Nevertheless, while a substantial amount of market research is already available detailing opportunities in the new grey markets of the 1980s, there are those within the leisure sector who feel that there is still a wide gulf between marketing theory and corporate practice.

"Many leisure operators only pay lip service to the over-50s," believes Ken Andrews, a partner in Leisure Marketplace, a marketing consultancy specialising in leisure topics. "They say that they are targeting the grey market but when you get down to details, there is little sign of them really trying to reach this market sector."

Leisure Marketplace contacted a number of leisure operators throughout the UK — ranging from cinemas and theatres through to sport and leisure centres — and found a general lack of marketing interest in the over-50s.

Three days later, after a meeting of ministers, Mrs Thatcher sounded the retreat in the Commons. On December 11, just six weeks after the public campaign began, Tom King, Defence Secretary, announced

the pension concessions. "How Much Is A Man's Life Worth?" it demanded.

Human life was priceless, it asserted. Yet the Government was saying it could not afford just £160m to provide fair treatment for those whose husbands had sacrificed their lives for their country.

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## The rosy potential offered by 'greys'

David Churchill reports that over-50s are an unappreciated marketing opportunity

Conventional marketing wisdom has it that "grey" consumers are set to become one of the driving forces of consumer spending in the UK the 1980s. Those in the over 50s age group (or over 55 — the threshold in marketing terms for older consumers in variable) already have some £105bn of disposable income to spend on themselves and this figure is set to grow steadily over the next decade.

Political journalists began to cover the issue in the Commons as a new early day motion appeared on the order paper, signed by 168 MPs in just three weeks.

Citigate, looking for means

of sustaining the campaign, found it through the OPS, which recruited the ex-Chiefs of Staff to the campaign. Their letter to the *Times*, on November 22, appealing for justice for the war widows, gave another boost to the cause.

It stimulated further action in the Lords, where Lord Boyd-Carpenter, a former pensions minister, was leading actions for government action.

Archie Hamilton, armed forces minister, found himself under fire from attack from all sides as he tried to defend the Government's position in a Commons adjournment debate on the following day.

Michael Mates, Conservative MP for Hampshire East, signalled his intention to pursue the cause in a private member's bill.

At question time Mrs Thatcher began to betray signs of second thoughts. Apart from the public demands for action, the Prime Minister also received a confidential and carefully drafted aide-memoire from one influential Conservative MP, pointing the way to a better deal.

While ministers were still considering what to do, Citigate struck again on December 4, with a second, much more aggressive full-page advertisement in national newspapers. "How Much Is A Man's Life Worth?" it demanded.

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ability to format ratio and then statistic into a bar chart.

The package, which costs £148, is sold in the UK by Capitol, of Portsmouth.

## Battling with barnacles

BARNACLES on boat bottoms may have met their match with developments in the US to discourage the barnacles without harming other sea creatures.

Battelle, of Ohio, has developed a way of making barnacle-repelling polymers from organic materials. These can be painted onto boats or the inside of water pipes, or incorporated into materials.

The substance is mildly toxic to the barnacles, and so discourages them from sticking to the surface. But where existing anti-fouling coatings, which usually incorporate organo-tin compounds, dissolve or wear away over time, the Battelle substance will not, and therefore will not poison marine life.

Battelle believes the wonder substance should be ready in two to three years following more development.

## The plants that warn humans

SOME people argue that linking plants encourages them to grow, but Sverre Schenck, a scientist at the University of Oslo's Institute of Biophysics, believes plants can tell us what is happening, writes Andrew Wiseman.

A team from the US's Academy of Science's Institute of Biophysics believe plants can detect when polluted air is beginning to affect the environment.

By linking mobile laboratories to a network of micro-spectrofluorimeters — instruments designed to measure the fluorescence emitted by a plant's cell structure — the scientists claim they can detect early signs of pollution. They say the plants are more effective than relying on visible changes in plant life, which are often not detected in time to avert ecological disasters.

The Institute is looking for foreign companies to help perfect the equipment.

Contract: Dohy: US, 415 000 000. Dohy: London, 250 000. Bridgestone: Japan, 200 000. Telex: New Zealand, 9 444 277. Capital, of Portsmouth, 0705 210012. Battelle: US, 674 424 6544. Academy of Sciences: London, 373 7350.

**TECHNOLOGY**

## Managing strokes

### Karen Fossli on techniques to increase oil recovery performance Norway's 'hall of feast'

Five years of strenuous effort, a novel oil well completion technique called gravel packing and advanced drilling technology have all raised the oil recovery performance of the once troubled offshore Valhall field in the Norwegian North Sea.

These factors have helped

Amoco Norway, Valhall's operator, to increase the field's total recoverable oil reserves by 23 per cent to 305 million barrels. For Amoco, Valhall may just prove to be the hall of feast, as it is known in old Norse mythology.

The Valhall field was discovered in 1975 and is currently operated by Amoco for a partnership including oil companies such as Enterprise Oil, Amerada Hess and Noco. Production began in 1982.

Much of the crude oil in the field has been trapped for thousands of years in a collapsing chalk reservoir formation. But thousands of manhours of research have now led to the technology that will enable Amoco to extract it.

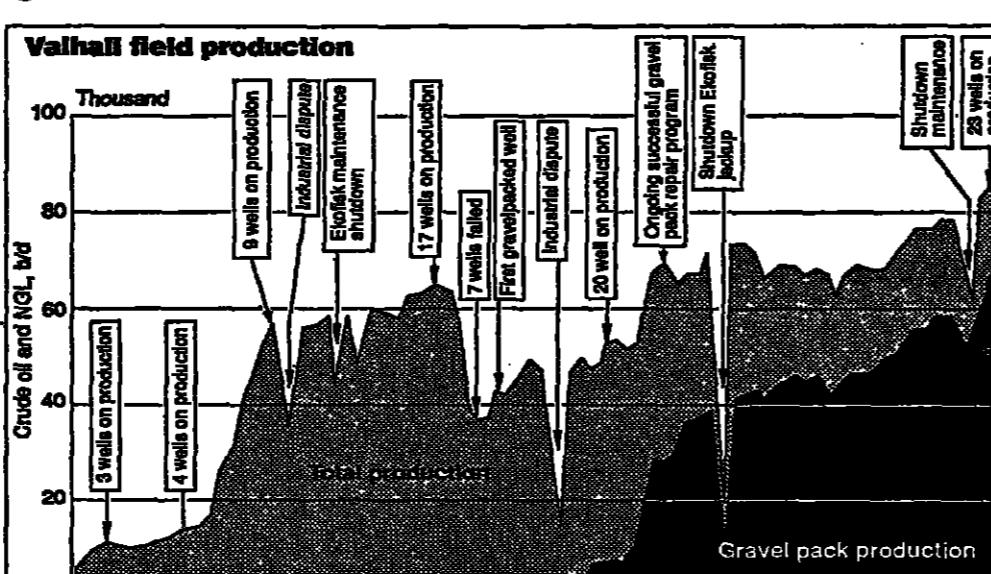
An oil reservoir is a porous

sedimentary rock formation cappled with an impermeable layer through which liquids and gas cannot pass. If oil is to flow through the reservoir, there must be a free connection between the pores in the rock. The ability of fluids to pass through the rock (permeability) depends on the size of inter-connecting channels between the pores.

Both porosity and permeability vary throughout a rock formation; consequently, wells in different parts of a reservoir may have widely varying production rates.

The doctors find no firm evidence to justify widespread use of intensive care units for acute strokes, but acknowledge such units may help to evaluate new treatments.

They conclude that, in an ageing population, the residual disability resulting from strokes in the elderly will be a continuing medical and eco-



thinking by Amoco in designing a well completion strategy for the field. Well completion involves designing equipment to be placed in the well and deciding what treatment will be given to the formation around the borehole.

In order to allow the oil to be produced, the well had to be designed so that the walls of the borehole could be protected against collapse. In addition, the construction had to prevent fluids from other formations flowing into the producing layer and stop oil from the producing layer flowing into other formations via the wellbore.

Oil companies have developed a variety of well completion methods. In this case, Amoco completed the initial Valhall wells by hydraulically levering up a lower and stronger formation into the weaker Tor formation. This technique was chosen as it was thought that the stronger formation could withstand the stress imposed during oil production while preventing the weaker formation from collapsing.

After a few years of production, Amoco discovered that this was indeed happening and chalk was being produced instead of oil. The situation became so serious that the consortium which arranged project finance for some of the partners became seriously concerned.

The chalk production problem forced some innovative

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The chalk production problem forced some innovative

## Long playing compact discs

COMPACT discs which play for five times as long as today's recordings are the promise of a compression technology developed by Doby Laboratories, of San Francisco.

## ARTS

## CINEMA

*Human values gallop up the schmaltz charts*

**R**eaders: do you remember, long before space epics, cop operas and horror sagas engrossed our screens in the 1970s and 1980s, there used to be films about Personal Relationships?

You may recall that in these movies a boy would meet a girl and fall in love. Or a family would come together in radiant solidarity, after sons taken weeping and fighting. Or lovable Moms and Dads would hand down wisdom to the next generation or the one after that.

Readers, that age is back. I can testify, since I have just returned from Hollywood. I have seen the future (or is it the past, dressed up?) and it works. At least on audiences. On me. I am not so sure.

No better month than December, with all these Oscar-qualifying films being rushed out, for monitoring the pulse of American cinema. The screens today are alive with warm-hearted titles like *Dad, Parenthood* and *Family Business*. Or with films like *Steel Magnolias*, *Always* and *Look Who's Talking* in which people make brave bids to bond together in an unfriendly world, using the cement of tears and laughter.

The surprise hit of the season has been *Look Who's Talking*. This tale of a talking baby (dubbed by the voice of Bruce Willis) and the hearts-and-flowers romance between its mother Kristie Alley and her cab-driving boyfriend John Travolta has hijacked the US box-office, taking over 100 million dollars. Directed by Amy Heckerling (*Fast Times At Ridgemont High*), the movie seems to have little purpose beyond encouraging the audience to make "Goo-goo" noises at the screen and to get smart answers back from Mr. Willis. But audiences lap it up.

Leaping likewise up the schmaltz charts has been *Parenting* (\$8m). In this overgrown soap opera, comedian Steve Martin has had his sense of humour surgically removed in order to play a father with children trouble. As families collide and generations weep on each other's shoulders, the starry cast (Mary Steenbergen, Tom Hulce, Dianne Wiest, Jason Robards) glow with moist-eyed piety. Likewise in *Dad*. This is two hours of Jack Lemmon and Olympia Dukakis squabbling "lovable" in rent-a-wrinkle make-up, interspersed with scenes of son Ted Danson emoting nobly by the hospital bed. (The oldies take turns to be rushed to the terminal ward.)

Is there any relief from this wall-to-wall warmheartedness? Not a lot. *Dad* was executive-produced by Steven Spielberg, and Mr S himself has now directed *Always*. Any new Spielberg film is an event, although admirers of *ET* and *Close Encounters Of The Third Kind* have downgraded their expecta-



*Family Business:* Matthew Broderick, Sean Connery and Dustin Hoffman

tions somewhat after his recent output (*The Color Purple*, *The Empire Of The Sun*). *Always* is his most maddening movie to date. Visually inspired, it paints with wondrous elan the firefighting scenes in the American North-west, where hero Richard Dreyfuss rides his plane through flame and smoke. And it haloes in an eerie radiance the early scenes of Dreyfuss's return from the dead to be guardian angel to the woman he loves (Holly Hunter).

But after a fine start the film, culled from 1943 Spencer Tracy movie *A Guy Named Joe*, becomes a string of bizarre threads and patches. Andrew Hepburn contributes a fey come-on as a heavenly guide-cum-hairdresser (sic) and newcomer Brad Johnson struggles with the ill-developed role of Miss Hunter's later boyfriend. The film owes all its emotional life to Dreyfuss and Hunter — both superb — and all its cinematic life to Spielberg's flair, even in a faltering story, for blending light, colour and camera-movement into a mystical movie music.

Elsewhere in Hollywood, the new sentimentality is rampant. *Turner And Hooch* stars Tom Hanks in a winsome cop-and-dog comedy from Dis-

ney. *Steel Magnolias* stars every known woman in Hollywood (Shirley MacLaine, Sally Field, Daryl Hannah, Dolly Parton, Olympia Dukakis ...) in a loud, lachrymogenic adaptation of the stage play. And *Family Business* boasts Sean Connery, Dustin Hoffman and Matthew Broderick in a tale of three generations caught up in a crime caper. The heist they perform is the prelude to much familial agonising: one generation must go to jail but which will it be?

I am all for human values replacing heartless pyrotechnics in the cinema. But I am perturbed by the kind of human values we are getting. They seem drawn less from life than from TV sitcoms and soap operas. The only movie I saw that has any cinematic rather than televisional vitality is Spielberg's; for the simple reason that Master Steven cannot avoid being a pictorial genius even though there are occasional, dismaying signs that he may be trying.

Amid the schmaltz thank heaven for three darker, more acidulous movies. Woody Allen's *Crimes And Misdemeanours* is a bleakly witty comedy, intersplicing two stories of human vanity. One stars Martin Lan-

da as a man out to murder his mistress (Anjelica Huston). The other stars Allen himself (hallelujah!) as a documentary film-maker trapped in a romantic-ideological triangle with Mia Farrow (producer) and Alan Alda (smug media-man). Brusque, funny and as sharply literate as a paper knife.

Opening in L.A. as I left were two virulent black comedies, *She-Devil* and *The War Of The Roses*. The first, based on Fay Weldon's novel, has Meryl Streep revealing undreamt-of comic talent as a snooty lady writer snatched in adultery. The second reunites the *Romancing The Stone* trio — Michael Douglas, Kathleen Turner, Danny De Vito — for a wholly different tale of marital strife. Douglas and Turner tear into each other with Strindbergian glee (this could be *The Dance Of Death* gone slapskate), while De Vito plays divorce lawyer and also directs the movie. With luck the 1990s will sprinkle the winsome and well-meaning with this kind of fierce Satanic wit.

We have all had those days — usually after celebrating too much the day before — when UFOs land in our

swimming pool disgorging furry, multi-coloured aliens. Soon we are reaching for the Yellow Pages to call the Police or Alcoholics Anonymous.

In *Earth Girls Are Easy* (PG, Cannons West End), such visitors appear for real and accost pretty California manicurist Geena Davis. Under their influence and that of director Julian Temple (*Absolute Beginners*), Ms Davis is soon cavorting across the screen singing, dancing and removing most of her clothes, and generally behaving as if she wished to forfeit for bad behaviour her recent Oscar for Best Supporting Actress (*The Accidental Tourist*).

This movie is almost entirely bonkers and occasionally endearing. Tempe struts the landscape with neoclassical kitsch. She is in lollipop colours and Art Deco Revival shapes, and forces everyone to sing and dance at camera-point. Along with Miss Davis, Jeff Goldblum as chief alien and Charles Rocket as ruppie boyfriend throw away their inhibitions and jump into the chaos, grabbing the lifebelt of some buoyant dialogue. (Mr Rocket, caught in flagrante with a one-night bimbo, pleads "She doesn't mean a thing." Davis responds, "If meaningless sex is what you want, why can't you have it with me?". Bright, silly and diverting.

Recent scientific evidence that Kylie Minogue comes from outer space is strongly supported by *The Delinquents* (12, Warner and Cannons West End from next week). The star of stage, screen, and soap lends her nymphet charms — entirely unmarked by human experience — to this tale of two lovestruck Aussie teenagers who keep falling into bed together despite the "tsk-tisks" of grown-ups. (This is the puritanical 1950s.) Will love conquer all?

All but the script and direction. Based on a novel by Pat Cash's aunt, one Criena Rohan, the movie is directed by Chris Thomson like a training run for some endless, decade-spanning TV serial: *Neighbours* time-whisked to the 1950s but naughted up (several bed scenes) for the 1990s.

*The Return Of Scamp Thing* (12, Cannons West End) could not be more welcome. Green, slimy and repulsive Mr Thing may be. But he is good-hearted. Here he emerges from the Louisiana bog to battle evil scientist Louis Jourdan and fall in love with persecuted heroine Heather (*Dynasty*) Locklear. "But you ... you're a plant!" gasps Miss L. And Mr Thing agrees that this is a problem. But love will surely conquer all? After all this is Christmas, and love is conquering all everywhere else in the cinema.

Nigel Andrews



Miyako Yoshida and Petter Jacobsson in 'Dances Concertante'

## MacMillan Ballets

### SADLER'S WELLS

Was it really 35 years ago (all but a month) that we cheered the first performance of *Dances Concertante* at the Wells? This was the young Kenneth MacMillan's first professional creation after a couple of workshop essays, and its flood of steps and ideas about how dancers could look: its quick wit and madly chic manner, delighted us. On Tuesday night, when Sadler's Wells Royal Ballet began its Christmas season, we cheered again as *Dances* opened a MacMillan programme to celebrate the choreographer's 50th birthday.

It is an astonishing piece, so full of tricks and quirks as fingers point, and poses freeze, and hands become masks, and it is still fresh, still exhilarating. The reason is not hard to find, for everywhere the academic vocabulary has been respected and understood, as youthful energy tilts and twists an idea, or says that the cinema and social manners can fire the way classic steps are used.

The performance was bright, energetic, with Miyako Yoshida its central figure. Of course memories of that first cast came flooding back — no subsequent ballerina has seemed to inhabit the music as wittily as Maryon Lane, and the punchy muscularity of Donald Britton is now missing in the male solo — but today's cast enjoy the rhythmic shifts and sassy changes of head or arms that give this dazzling piece its particular distinction.

*Las Hermanas*, which was the centre of this celebratory programme, came eight years later. By the time he made it, MacMillan was starting to forge a movement language able to explore psychic and sexual drama. As with *The Invitation* which predates *Hermanas*, the choreography is

starting to take chances with images. The key gesture (linked hands unable to break out of a circular movement) which identifies the contained frustrations of the eldest daughter in this house of women; the apelike stance of the man, are carved from their personalities and tell all we need to know to understand them. Marion Tate came fresh to the role of the Eldest Sister on Tuesday and claimed it for her own: Joseph Cipolla showed the erotic force of the man — though he doesn't yet look quite earthy enough; Karen Donovan I thought fine in the hysteria of the Jealous Sister.

Bonnie Moore, who played the all-too-eager Youngest Sister very well, transformed herself for the final place of the evening. *Solitaire* was made a year after *Dances Concertante*, and its sunny and wistful games were then given their focus in the performances of Margaret Hill, so tender, sensitive and suddenly joyful. No subsequent interpreter, and there have been many, has quite caught the combination of dreams and merriment that made Miss Hill's portrayal so infinitely charming. Until Bonnie Moore. Because she does not force a single effect and avoids the least sentimentality, and because she dances with the lightest and prettiest ease, Miss Moore restores to *Solitaire* its pristine charm, its heart. The evening had been one in which we could voice our gratitude to a choreographer who has made tremendous things for our national ballet: in this sunny and uncomplicated work Bonnie Moore told something very beautiful and true about his talent, and about her own gifts.

Clement Crisp



Patricia Hodge and Simon Cadell

## Noël and Gertie

### COMEDY THEATRE

I know Gertrude Lawrence only through records and the cinema. I remember my disappointment at the first glimpse at the NFT, in a boulevard comedy with a young matineedol Olivier, of a cheerful, ordinary-looking woman with an over-high forehead and an over-large nose. By the end of the film her brilliance had made even Olivier pale. She had the great actor's gift of making everything she did or said seem absolutely spontaneous, as if she had just thought of it and was slightly surprised herself. In *Noël*, Coward's tale, quoted in this tribute by Sheridan Morley to their partnership, she had "something very great indeed".

Pity the actor forced to suggest intangible greatness. By her own admission Lawrence excelled in no particular technical field. Even Coward had to resort to the cliché of "star quality" to describe her appeal. The poor player might as well give up. And there are times when Patricia Hodge appears to do so.

*Noël and Gertie* started life three years ago at the King's Head, Islington, and after doing the rounds elsewhere in London besides the country returns in a revised form: a two-hander, plus pianist, without Mr Morley's

stage presence as narrator. Simon Cadell's Coward, in noble self-agnomism, now presents a framework for his blander partner. The performance takes on the nature of a ringmaster announcing a main attraction that never actually materialises.

Part of the trouble lies in the absence of tension, plot or conflict. A radio documentary this may be, two and a half hours of theatre, not quite. Minimally directed by Alan Strachan against swivelling panels that take a variety of scene-setting projections, the first half takes us from the children's meeting in 1913 to their performances in *Tonight At 8.30* over 20 years later.

Linking words are largely the historical characters' own, interspersed with songs and scenes from the plays. Act 2 simply continues the story to Lawrence's death during the Broadway run of *The King and I* in which Noël had refused the part of the king; and leaves us with a glimpse of the grief that desolated Coward and shocked his friends.

Sensibly, Mr Cadell does not imitate Coward but perhaps because of that fails to come over as anything very vivid. (The addition of lesser-known lines to "Mrs Worthington" turns a

sheer into an ugly jeer — what a nasty little song it is.) Miss Hodge marches, struts and does aerobics with a chiffon scarf to "Dance Little Lady." Her own light voice has the authentic period sound in its rapid fluttery vibrato. She manages some of the introspective songs, "You Were There" for instance, very well. Best of all is a non-Coward number, ironically, "My Ship" from Kurt Weill's *Lady In The Dark*. She does this beautifully enough to make her blankness elsewhere (sleekly unrefined in the Celia Johnson part of what would become *Brief Encounter*) all the more irritable.

The show reminds us of such excellent Coward rarities as "Come the Wild, Wild Weather" and to what the appetite for revivals of the plays. *Elite Spirit and Private Lives* may be frequent visitors to our stages, but these excerpts make one long to see them again. Perhaps Noël, as well as Gertie, had "something very great." But neither professionally nor personally is the relationship explored here any deeper than Leichner Five and Nine.

Martin Hoyle

### December 15-21

### Dick Whittington

### EVERYMAN, CHELTENHAM

Cheltenham has gone back to old-fashioned pantomime, though the book by Fine Time Fontayne (who also produces) has a modern sound to it despite such classic lines as "Look behind you!" and "Oh yes I do!" and "She's gone to the toilet" (a fairly recent classic).

The opening scene, an attractive design by Terry Brown, introduces the King and Cat. The King (Debbie Norman), a very entertaining King Rat (Mark Crowshaw) with proper fireworks at his entrance, and a slut from the kitchen (Sandra Hunt) who introduces herself as Dirty Gertie from No. 30, but later, in pursuit of tradition, becomes the Fairy Queen.

A drop-curtain takes us to a country scene three miles from London, where Dick picks up his Cat (Steve Weston) and King Rat robs it of its first life (count these).

Back to London, to the docklands, not then inhabited by yuppies but by Alderman Fitzwarren (Edward Clayton) and his daughter Alice (Bronnie Pritchard); below stairs are Sarah the cook, who is Fine Time Fontayne in yet another role, as funny as he is conventional, and Idle Jack (Anthony Corlett).

Dick is duly framed for the theft of the Mayor's silver chain, but when everyone embarks on the Saucy Sal en route for Morocco and the wedding, Sarah gets three small kids to play musical instruments.

The children in the audience were wonderfully responsive,

and knew their cues so well they might have been rehearsed like the other children, who were rats and sailors. Graeme du Frene is in charge of the music, Debbie Norman, when she is not being Dick, of the choreography.

Collectors of current-isms will be glad to see four blacks in a cast of 14, and a girl (Jackie Elkers) as Captain of the Saucy Sal. Richard Stone is the director.

B.A. Young

**WORLD BOND FUND (SICAV)**  
Registered Office: 10 boulevard Roosevelt,  
Bte Postale 408, L-2014 Luxembourg,  
R.C. Luxembourg: B23.040

#### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting of Shareholders of World Bond Fund will be held at its registered office at 10, boulevard Roosevelt, Luxembourg, at 11 a.m. on 16th January, 1990, for the purpose of considering and voting upon the following matters:

#### Agenda

- To accept the Directors' and Auditors' reports and to approve the financial statements for the year ended 31st August, 1989.
- To declare a dividend for the year ended 31st August, 1989, of US\$0.20 per share as recommended by the Board, and to fix its date of payment.
- To discharge the Directors from their responsibilities for all actions taken within their mandate during the year ended 31st August, 1989.
- To re-elect the Directors holding office at present.
- To decide on any other business which may properly come before the Meeting.

#### Voting

Resolutions may be passed without a quorum, by a simple majority of the votes cast thereon at the Meeting.

#### Voting Arrangements

Shareholders who cannot attend the Meeting in person are invited to send a duly completed and signed proxy form to the registered office of the Fund to arrive not later than 9th January, 1990. Proxy forms will be sent to registered shareholders with a copy of this Notice and can also be obtained from the registered office.

21st December, 1989

The Board of Directors

### ARTS GUIDE

#### EXHIBITIONS

##### London

The Royal Academy. Inigo Jones, Architect — a full study and exquisite shot of the immediate predecessor of the Baroque, the greatest of British architects, only excepting Sir Christopher Wren. Jones was architect to James I and Charles I, and Greenwich Hospital, St Paul's in Covent Garden and the Banqueting House in Whitehall. Jones' drawings, sketches, pieces date until February 25, except bank holidays.

National Portrait Gallery. Camera Portraits from the Collection 1828-1880 — a necessarily brisk but delightful and intriguing survey-cum-150th anniversary celebration. Until January 21.

Musée des Arts Décoratifs. Je suis à Cahier — Picasso's sketchbooks. After two years of meandering the world over, the exhibition ends, apologetically, in Paris. The 40 sketchbooks covering a period of 34 years follow closely Picasso's development. There are cubist flat planes decomposing reality next to the fullness of neoclassical figures, there is the almost sugary rendering of the mother and child theme next to the cruelly distorted female face; there are all the facets of Picasso's creative genius. 107, Rue de Rivoli (2603210), closed Tue. Ends Dec 21.

## Britain's door opens a little

FACED WITH a rising rate of emigration from Hong Kong, the British Government has decided to give full British passports to 50,000 heads of family in the colony, providing the right of abode in Britain for a total of about 225,000 people including dependants. In view of the behaviour of the present regime in Peking, the effectiveness of this gesture in encouraging people to stay in Hong Kong is open to doubt. But it represents an attempt, and in the circumstances not an unreasonable one, to bolster the confidence of people whose continued presence is vital to the stability and prosperity of the territory.

Some critics will argue that the Government's figure is 225,000 too many; others will counter that the only defensible moral position is to issue passports to all 5.6m resident in Hong Kong. But ministers have had to face three uncontrollable realities.

First, Britain has, like many other countries, introduced increasingly tight immigration controls during recent decades. A more liberal immigration policy would almost certainly be in the best economic interests of the country, but the fact is that no government, Conservative or Labour, could contemplate presenting to parliament any proposal to issue passports to the entire Hong Kong population.

### No retreat

Second, there can be no retreat from the 1984 joint Sino-British agreement under which China becomes the sovereign power for Hong Kong in 1997. A brutal and intolerant streak remains dominant within the Peking leadership, which threatens that no "political subversion" will be tolerated in Hong Kong after 1997. Britain must do everything possible to encourage the Chinese leaders to take a more progressive view and should move quickly to introduce the maximum possible level of democracy to Hong Kong prior to 1997. But binding international agreements cannot be abandoned.

Third, the absence of a right of abode in Britain, coupled with fear of a repressive Communist regime, has precipitated flight of talent from

## Getting rid of Noriega

ENDS SOMETIMES justify means. If the US invasion of Panama yesterday turns out to have been quick, clinical and relatively unbloody, there will be a temptation to see it in this light. What the US government must address - and not merely for internal consumption - is whether the goal of removing General Manuel Noriega warranted the extreme recourse of an invasion of the sovereign territory of another country.

That Noriega was a blot on the landscape is not in dispute. His domestic record has long been despicable and his provocation of the US considerable, especially in the last year. The fact that the US helped create him and found him useful on occasions did not give him the licence he subsequently took. His presumed role in the narcotics trade was a flagrant affront to the US, which has such an acute drug problem.

Yet Noriega's place in the indisputable international first division of villainy is borderline. It would be hard to sustain the case that his crimes against humanity were worse than, for example, those of Pol Pot, who was removed by a Vietnamese invasion that the US, among others, so vehemently condemned; or indeed of the Ceausescu dynasty in Romania, which appears to have killed in a weekend more than Noriega has in years. In so determining, the US has set itself up as judge, jury, and, if necessary, executioner - a course not without consequences and responsibilities.

### Sovereignty principle

The sovereignty of nations has never been sacrosanct, but at least until someone comes up with a better international rule of order it is a principle that should never lightly be breached. The US has a long tradition of intervening militarily in the Caribbean and central America. The record has sometimes been counterproductive to US policy aims.

This is particularly true today. The democratic tide which has swept south America and removed a generation of military dictators equally as bad as Noriega has encouraged indigenous leaders to pursue peaceful solutions to problems. Last week's Central American

Chronic wrongdoing, or an impotence which results in a general loosening of the ties of civilised society, may in America, as elsewhere, ultimately require intervention by some civilised nation, and in the West Hemisphere the adherence of the United States to the Monroe Doctrine may force the United States, however reluctantly, in flagrant cases of such wrongdoing or impotence, to the exercise of an international police power.

**T**his assertive edge to the Monroe Doctrine was enunciated by President Theodore Roosevelt in 1904 to justify US preventive intervention in the Dominican Republic. It was to become the doctrinal core behind subsequent police action in the Caribbean and central America.

Though President George Bush yesterday used less florid language, his dramatic decision to wrest control of Panama from General Manuel Noriega was justified in precisely the same terms. The dispatch of the 2nd Airborne Division from Fort Bragg and the deployment of the 13,000 forces in the Canal Zone was even called "Operation Just Cause". The just cause of protecting US interests and allies has been used as a justification with surprising frequency in the past 35 years to explain overt and covert intervention in the region - the overthrow of the reformist Arbenz Government in Guatemala in 1954; the 1961 Bay of Pigs invasion in 1961; the despatch of troops in 1965 to the Dominican Republic; intervention in central America from 1980 to help the Contra rebels; and the 1983 invasion of Grenada.

President Bush has justified his action on the ground that he is restoring democracy, fighting drug trafficking, protecting the lives of 35,000 US citizens in Panama and preserving the operations of the Panama Canal.

Compared to past US interventions in the region, Panama is a peculiar case simply because Washington has the right to station troops there until the Canal Treaty expires in 10 years' time. The troops control the Canal Zone despite surrendering certain privileges since the treaty came into force in October 1979. The canal bisects Panama and the bulk of the population is near the waterway. As a result Panama's sovereignty is limited.

The present situation in Panama, however, is full of ironies. Resort to the Monroe Doctrine by the Bush Administration comes at a time when President Mikhail Gorbachev has abandoned the Brezhnev Doctrine, justifying Soviet military intervention in its satellites to protect strategic interests.

President Bush's move against Gen Noriega's dictatorship rule in Panama occurs against a background of previously cautious diplomacy. Unlike his predecessor, Mr Ronald Reagan, President Bush has sought to avoid an interventionist role in the region, only recognising that this risked creating more problems than it solved.

President Bush must now face the consequences of taking over Panama - albeit temporarily. Much will depend upon four factors:

- The scale of the operation
- The scale of US and civilian casualties
- The fate of Gen Noriega
- The extent to which extra US troops are required to remain in Panama for policing purposes.

International condemnation may be loud, but, in practice, it will only hurt Mr Bush if the operation is messy, slow to obtain its objectives, involves large scale loss of life, fails to apprehend Gen Noriega quickly and leads to US troops becoming bogged down in long-term policing duties against a hostile population.

Early yesterday Gen Colin Powell, chairman of the US joint chiefs of staff, commented: "He (Noriega) is not running anything. We own all the bases. We have cut off the head of

that government." However, it is too early to judge whether things have gone as smoothly as Washington pretends, especially as Gen Noriega seems to have escaped the net.

Legal niceties were observed by President Bush who ensured that Mr Guillermo Endara, the opposition leader, was sworn in by a Panamanian justice one hour before the military operation began. Mr Endara, widely believed to have won the May presidential elections which were annulled because of fraud, then invited the US in to restore order.

This ensured, at least within the letter of the law, that the US was not breaching any of its obligations under the 1978 Canal Treaty.

A variety of senior Latin American diplomats yesterday blamed the US for having created the original problem in Panama, tolerating Gen Noriega's rise to power in the knowledge of his vicious personality and drug-dealing connections. But they pointed out that President Bush had carefully gone through all his options with other regional leaders who had been made aware that force might be used. All attempts to mediate by Latin American leaders, especially those by President Carlos Andrés Pérez of Venezuela, had come to nothing. The diplomats, nevertheless, warned that sections of the Panamanian population, particularly in the poorer sections of the two main cities, Panama City and Colón, could turn previous support for Gen

Noriega into "anti-gringo" sentiment.

Gen Noriega himself had previously promised to organise a guerrilla movement to fight on in the event of a US intervention. This must be a real danger now. At the very least, the US will be obliged to become involved in a complete reorganisation, if not dismantlement, of the 12,000-strong Defence Forces - the bulk of Gen Noriega's power - along with the paramilitary defence groups like the Dignity Battalions (used to beat up and intimidate the opposition). As a result, it is hard not to envisage a substantial US military contingent in the country in addition to the normal group centred round Southern Command, protecting the canal.

On the economic front, President Bush's action will inevitably commit him to provide very substantial quantities of economic and financial aid to restore Panama's battered economy. The economic embargo, lasting nearly three years, has profoundly damaged every aspect of industrial production. The physical difficulties of operating

in Panama are now

### Keeping off forecasts

■ Whatever next? One was just sitting down to write some thoughts on 1989 and it seemed a fairly safe bet to say that, whatever may have happened in the rest of Eastern Europe, Romania was a law unto itself and would remain immune from outside influences, at least for a while. Then Romania erupted from within.

Yet the residual dislike for overt displays of American power may well be greater. There has been no more important recent symbol of the US willingness to forge a new partnership in the region than the Panama Canal treaties, involving a renunciation of US sovereignty. President Bush's commitment yesterday to honour the treaties is therefore welcome.

### New pretext

However, there are now those leaders, from Mexico southwards, who may be wondering if the new pretext for armed intervention by the US is to be the production and sale of narcotics. After all, Mr Bush made much of Noriega's indictment - though not as yet conviction - on drug trafficking charges. It may be argued that the US ought to be more concerned with demand than supply. Equally disturbing was the Justice Department opinion that US agents were authorised to arrest overseas those

detained fugitives from US law.

The US relationship with

Panama itself is not exactly natural, for many historical and current reasons and manifested by the fact that the Panamanian currency is the US dollar. Having seen its commercial boycott destroy the Panamanian economy and perhaps a third of the population, the freedom of passage through the canal, the US might well feel it had a special obligation to take matters under direct control. However,

swearing in a new president, albeit one whose election this year was frustrated by Noriega, as a US military base does not constitute an encouraging start. The management of Panama may prove as troublesome as the taking of it.

The Soviet Union has reluctantly recognised that regional spheres of interest can no longer be crudely policed. It may be time for the US to make a similar adjustment to reality in its own hemisphere, no matter how popular it has been to do so in the case of Noriega.

The really odd development

is Robert Graham on the US decision to use troops to remove General Noriega

## Why Bush is acting tough

that government." However, it is too early to judge whether things have gone as smoothly as Washington pretends, especially as Gen Noriega seems to have escaped the net.

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The economic embargo, lasting nearly three years, has profoundly damaged every aspect of industrial production. The physical difficulties of operating

in Panama are now

under the embargo have seriously eroded international confidence in Panama's offshore banking business, and it is possible that the whole services sector has been dealt an irreparable blow. Even a year ago, economists talked of a minimum injection of \$1bn to revive the economy.

The US yesterday agreed to release the \$300m worth of funds held in an escrow account, covering canal fees and other payments from US companies to Gen Noriega. Canal operations were shut down by the US intervention yesterday - for the first time in the canal's 75-year history.

Canal officials and shipping operators were optimistic that this would be temporary. The canal had managed to operate smoothly throughout the US anti-Noriega campaign until now.

The kind of action taken yesterday

has always been on the cards. Ever since the US began encouraging moves to unseat Gen Noriega in 1987 and have him indicted on drug trafficking charges in February 1988, his defiant retention of power has been a deep embarrassment to Washington. Indeed, by constantly appearing to outsmart every manoeuvre against him from US economic sanctions to plotters within the Panamanian Defence Forces, Gen Noriega turned himself into a bogeyman.

As early as September this year, Mr Lawrence Eagleburger, Acting US Secretary of State, was telling the Organisation of American States: "Noriega's greed, personal ambition and selfishness are the origin, core, and substance of Panama's crisis . . . there are times when good principles force us to defend bad men. Some argue that this is the case with Noriega and Panama. They argue as if the principle of non-intervention requires us to accept whatever Noriega does. But non-intervention was never meant to protect individual criminals . . . and it was never meant to leave criminals free to savage the good and the powerless to react."

President Bush passed over an opportunity in early October when Gen Noriega faced his most serious threat from within his command. When Gen Noriega rejected a request to intervene on the plotters' side. This was partly because President Bush and his advisers were unclear of the plotters' strategy, but also because the White House had serious doubts about being seen to interfere so openly in Panamanian affairs. This "missed opportunity" led to strong criticism from the American right which is reported to have stung President Bush. The incident was made all the worse by the brutal treatment of the plotters - at least one of the rebel officers was personally executed by Gen Noriega.

In the light of the October plot and the apparent inability of the US to help in the overthrow of Gen Noriega,

pressure increased on President Bush to find a quick solution. Gen Noriega did everything to encourage retaliation, boasting ever more openly of his invincibility. Last week the tame Panamanian Congress invested him with new powers and on Friday he made a quixotic declaration of war against the US.

In President Bush's words: "Last Friday, Noriega declared his military dictatorship to be in a state of war with the United States, and publicly threatened the lives of Americans in Panama. The next day, forces under his command shot and killed an unarmed American service man, wounded another, arrested and brutally beat a third American serviceman, and then brutally interrogated his wife, threatening her with sexual abuse."

Having taken over Panama, President Bush will have to demonstrate that Panamanian nationalist sentiment is unjustified in seeing an ultimate motive. This ultimate motive was put only recently to the OAS in Washington: "The US is out to ruin Panama, to destabilise it, to make it fall on its knees in order to force Panama to conclude a new military treaty that will prolong the presence of US troops."

The nationalist argument largely

hangs on the strategic importance of the canal and the value Washington places on retaining its military facilities - air bases, telecommunications, training facilities - in Panama. The canal is still regarded as a useful waterway carrying an average of 33 vessels a day. Nevertheless the changing



### PANAMA'S HISTORY

- 16th century-1821 Spanish rule.
- 1821-1830 part of Gran Colombia.
- 1830 Independence, US protectorate, Panama Canal treaty.
- 1933 End of US protectorate.
- 1968 Gen Omer Torrijos Herrera takes power in coup.
- 1979 US ratifies new Canal treaties. Panama assumes control over Canal Zone.
- 1981 Noriega killed in air crash.
- 1983 Noriega commander-in-chief of armed forces.
- 1984 May: First election since 1968 rigged in favour of military candidate President Barrios.
- 1985 Murder of opposition figure Hugo Spadafora; Noriega reportedly involved. Noriega replaces Barrios with Devalle.
- 1987 Popular protests against Noriega. US suspends aid.
- 1988 February Noriega indicted by US grand juries on drug charges. President Devalle dismisses Noriega. Legislative assembly sacks Devalle. General strike.
- March Banks closed for two months. US sanctions. Failed coup attempt. Troops attack protest marchers.
- April US steps up sanctions, tries to negotiate Noriega's departure.
- 1989 May International observers say election rigged. Government nullifies result.
- October Failed coup attempt.
- December Panamanian parliament declares war on US. US officer killed by Panamanian forces. US army intervenes in force.

## OBSERVER

yesterday was that for the first time both the Suez and the Panama canals were closed.

The Panama Canal has never been closed before. Suez was closed as a result of Nasser and the Anglo-French intervention. Romania was a law unto itself and would remain immune from outside influences, at least for a while. Then Romania erupted from within.

It also seemed safe to say that a splendid President of the US George Bush was proving to be cautious, wise, even-handed and never doing anything rash. Then one woke up and heard that he had sent American troops into Panama.

Even on the weather we were wrong. It had become commonplace last week to ask when it last rained in London. A taxi-driver told me that he had become convinced of the greenhouse effect and wondered whether it would ever be cold or wet again. Then it looked almost like a sympathy strike.

And thank you

■ London Underground's latest wheeze is the acronym PLEASE, designed to describe its "mission."

PLEASE stands for Partner in London life and prosperity; Leader among the world's underground networks; Enjoyable travel and work experience; Affordable to Londoners and visitors; Safe for customers and staff; Efficient for customers and shareholders.

The new approach is explained in the new strategy document of the Underground's parent company, London Regional Transport, published yesterday.

■ All doubt that Czechoslovak entrepreneurship has been dealt a fatal blow by 41 years of communism should henceforth be dispelled. A Prague citizen of courage, stamina and inventiveness has been passing out handbills in the past few days, offering his services to scale the walls of buildings to remove "inconvenient" signs, symbols and stars of the kind which still infect what remains a jewel of a city.

A typical example is:

"Higher productivity equals the realisation of socialism."

The man's services have already been used by the tenants of the Diamond building

in Prague.

The really odd development

is

the realisation of socialism

**F**rosties or Wheatus, Rice Krispies or Cheerios. The challenge to Kellogg being mounted by the alliance of Nestlé, the Swiss foods group, and General Mills, of the US, is going to bring a lot more snap, crackle, and pop to Europe's fifth breakfast cereals market.

The joint venture, initiated by General Mills and agreed by Nestlé in only 11 days last month, will set up a separate company, Cereal Partners Worldwide, to market ready-to-eat cereals in the fast-growing but Kellogg-dominated markets of continental Europe.

Neither of the two new partners has any illusions about the size of the task ahead. Since it invented the corn-flake in 1906, Kellogg has spread its ready-to-eat cereals from its base in Battle Creek, Michigan, across the breakfast tables of 50 countries around the world. It commands the international market it has largely created, with some 40 per cent of global sales, mainly in the US, Canada, Britain and Australia.

Consumption of both hot and cold cereals has reached the highest levels in those "Anglo-Saxon" markets. It has been stimulated in the past decade by a number of trends, identified by Euromonitor, the UK market researcher:

- Increased demand for convenience foods. Large breakfasts cooked at home have become less common due to the increase in working women and smaller households. Instant cereals are also more frequently seen as a snack to eat at any time of day.
- Health concerns. Many cereals can be marketed on a health platform without needing expensive reformulations, Euromonitor says. "Mueslis, bran and wheat germ cereals, products with added vitamins and dried fruit, and most recently, oat cereals have enjoyed the most rapid growth during the 1980s."

• Demographic factors. The ageing of the population is encouraging the shift to high-fibre cereals, and the children of the baby boom generation are presenting another opportunity to expand the market.

• Supermarket growth. The increasing dominance of supermarkets in food retailing has allowed full ranges of cereal products to be displayed. More than 70 per cent of sales in the US and UK are through supermarkets.

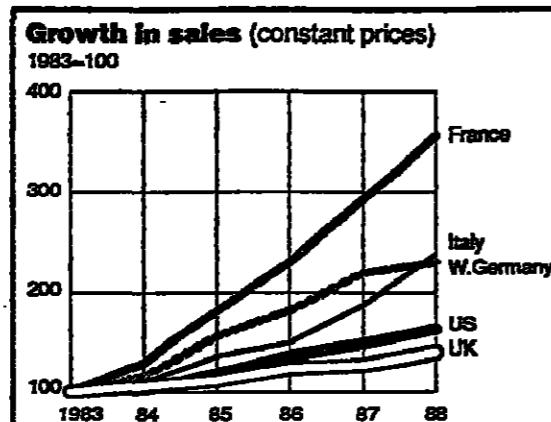
Even in the most mature markets, growth has been impressive. Sales rose from \$3.9bn to \$6.1bn in the US between 1983 and 1988, and from \$4.4bn to \$7.2bn in the UK.

Throughout this period, Kellogg has never lost the grip it secured as the pioneer of the industry. Its operations remain tightly focused, with cereals accounting for 90 per cent of sales. The original Cornflakes brand – still the largest worldwide though slowly declining – has been supported by a constant flow of new products such as Froot 'N' Flakes, Nutri-Grain, Raisin Splitz and Topers.

Kellogg today has a range of 48 different products – wheat, rice, oats, and corn, flaked and puffed, sugared and unsweetened, mixed with nuts and fruit, flavoured with chocolate or

**Philip Rawstone reports on the new joint-venture challenge to Kellogg's cereals dominance**

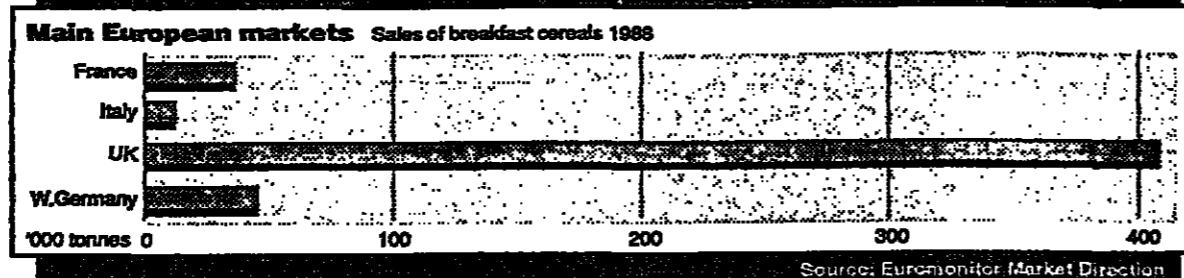
## The coming battle of the breakfast table



**Breakfast cereals market share 1987-88**

% value	France	Italy	UK	US*	West Germany
Kellogg	54	48	42	41	42
Quaker	16	18	7	8	-
Nabisco	-	4	8	5	-
Nestlé	12	-	-	-	-
Westabix	-	6	14	-	-
Banania	9	-	-	-	-
General Mills	-	-	-	23	-
Philip Morris	-	-	-	12	-
Ralston Purina	-	-	-	6	-
CPC	-	-	-	-	8

\* cold cereals only



raisin purée.

It backs them with heavy media advertising. In the US last year, Kellogg spent around \$55m on advertising. In the UK, it was the third largest advertiser, spending \$45m, nearly three-quarters of the total for breakfast cereals.

Competitors have found such production and marketing strengths daunting. In Britain, where the average person spooned down more than 7kg of cereals a year, the most successful challengers have been the retailers, whose own-label brands have captured 22 per cent of sales against Kellogg's 42 per cent. But even that competition has been fading sharply under the impact of Kellogg's assiduous brand marketing.

Westabix, a private company, has taken a 14 per cent share with its eponymous biscuit, and with Alpen, the first heavily marketed muesli. Rank Hovis McDougal, whose Viola subsidiary produces own-label cereals, gained Nabisco's Shredded Wheat in 1988 for \$20m to become the fourth largest player. Quaker Oats of the US and Allied Lyons, the makers of Ready Brek, dominate the hot cereals corner of the market – but it is a small corner.

In general, Kellogg's competitors in the UK, as elsewhere, have found it difficult staying in the race. In Australia's A\$35m (\$17.5m) market, its 43.5 per cent share is double that of its nearest rival, Nabisco.

But Nestlé and General Mills may have chosen the right moment to launch their challenge. In the US this year, Kellogg appears to have stumbled. After years of successfully anticipating the changing demands of consumers, it underestimated both the strength and stubbornness of the craze for oat bran which swept the US after reports that it helped reduce blood cholesterol levels.

Kellogg apparently dismissed it as a passing fad, gambled instead on a new sweet cereal, and saw the oat-based Cheerios – from its main competitor, General Mills – sweep up the list of best-selling brands followed by other rival oat products. More marketing initiatives flopped. Kellogg had set its sights on a 50 per cent market share by 1992; instead it saw it fall from 42 per cent to 39. General Mills increased its share to 27 per cent – and, in the view of some analysts, has the impetus to lift it over 30 per cent in the next two years.

Kellogg's president, Horst W. Schroeder, quit. The company announced the suspension of work on a new \$1bn cereal plant in Tennessee; and profit expectations were lowered.

Such problems at home must have encouraged Nestlé and General Mills in their bid to test Kellogg's hold on newer, developing markets. Craig Shulstad, director of media and financial relations at General Mills, says:

"We see breakfast cereals as a significant growth market in continental Europe... We shall focus on Europe first but it is our intention to move out from there worldwide."

By the end of the century, Mr Shulstad estimates retail sales of cereals in Europe will have quadrupled to the present level of the US.

The UK – which the partners will bypass – at present accounts for nearly three-quarters of Europe's sales. Throughout Europe, no nation eats anything like the amount of breakfast cereals downed by the British, as the chart shows. Some industry analysts think that the joint venture's hopes for growth outside the UK may be too optimistic.

Euromonitor reports continuing resistance to cereals as a substitute for coffee and croissants in France, or

for the bread, meats, cheese, jam and

spreads on which the West German goes satisfied to work.

Those figures, however, disguise the quickening pace of growth in the last few years. Even the French are getting a taste for fast foods – and where the hamburger goes, the corn-flake goes too.

The Italians are constantly being hectored by the media to eat bigger and better breakfasts. In West Germany, the health and snack trends have been powerful stimulants to consumer demand, which has lifted sales from 23,500 tonnes in 1984 to 37,000 tonnes in 1987. Superstores which stocked an average of 17 cereal products five years ago now display 38.

In France last year, sales topped FF1.1bn (\$165m), an increase of 28 per cent on 1987, making cereals the fastest growing grocery products. In Italy, there was a 33 per cent rise in the value of the market to £10m (£30m). Kellogg, which has been in continental Europe since the 1950s, has 54 per cent of the market in France where it awakened interest with an advertising campaign that urged the French to "levez-vous pour Kellogg." It has 48 per cent in Italy and 42 per cent in West Germany.

But Nestlé, which only entered the French market in 1984, has already shown the competitive strength of its brand name by taking a 12 per cent share, and in Portugal's, admittedly tiny, market it is ahead of Kellogg.

Bernard Casal, head of Nestlé food products, is confident that the combined clout of the new joint venture will soon make its presence felt elsewhere.

"I think we fit perfectly together," he says. The two companies competed in only a few, minor areas. Each had a strong commitment to research and development.

General Mills had the cereals production expertise and technology, and US marketing experience in competition with Kellogg; Nestlé had the brand image, marketing and distribution strengths in Europe.

"I believe we can produce and market our cereal range as a pan-European brand from Gibraltar to the North Cape," he says. "I believe we can grow that way very efficiently. And we are prepared to invest for the long term rather than chase short-term profits."

Charles Gallard, General Mills's senior vice-president, international foods, will be chief executive of the joint venture company. Some of the US brands will be produced initially in Nestlé's three European cereal plants and will carry its corporate name.

From western Europe, the partners are looking towards the Far East and Latin America, for the future. Nestlé has already taken a bite out of Kellogg in Japan. Fresh opportunities may also begin to emerge soon in eastern Europe.

Wherever they turn, Kellogg will look large. "But we think there is room for more than one company in this business," says General Mills's Mr Shulstad.

There, as they say, comes the crunch.

## LOMBARD

### Christmas at the DTI

By John Plender

#### WHAT AN EXCELLENT

pantomime the Barlow Clowes affair would have made for the Department of Trade and Industry Christmas party. No problem – seriously – in distinguishing the goodies from the badies.

Mr Peter Clowes did, after all, learn his trade in Mr Bernie Cornfield's crashed IOS group.

As this week's highly critical report from the parliamentary Ombudsman points out, his partner until 1978, Mrs Elizabeth Barlow, would have been arrested in 1981 in relation to the collapse of brokers Heddlewick Sterling Grumbar.

But Barlow had not taken the sensible precaution of leaving the country. Both Mr Clowes and Mrs Barlow had been closely associated with the people whose debts brought about Heddlewick's collapse.

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the Government emphasised the potential damage to enterprise and initiative of heavy-handed and over-costly regulation.

Whether you agree with it or not, that is an intellectually coherent view. It might also justify the failure, in both the report of Sir Godfray Le Quesne QC and of the Ombudsman, to name the civil servants involved in the case. The Ombudsman may have found what he called "the lack of a sufficiently rigorous and inquiring approach"; but if government ministers created a framework which was likely to ensure precisely that, real responsibility lies with them.

Yet the Government's own words and deeds scarcely support the logic of this position. In its attempt to defend itself against every allegation of maladministration made by the Ombudsman the DTI has descended into sophistry. More important, if the Government chooses to advertise its preference for lax regulation on grounds of cost effectiveness and the encouragement of innovation, it is important to advertise the penalties for imprudent investment. Instead it has denied responsibility and given Barlow Clowes investors access to the taxpayer's hard-earned funds.

The investor protection system has, of course, been tightened up as a result of the Financial Services Act 1986. But there will always be cases which fall between the regulatory cracks. By bailing out investors up to 90 per cent, while simultaneously declaring his belief in light regulation, Mr Nicholas Ridley has achieved the worst of both worlds. The more dubious people in the system have been reassured, while investors have been given a signal that the imprudent pursuit of high returns will always pay in the end.

That is exactly the kind of moral hazard situation that has led, in the US, to the Bush Administration contemplating a bill for more than \$200bn in the savings and loan industry. Nothing on that scale seems likely in the UK, but this is surely not the moral that pantomimes are meant to convey.

## LETTERS

### British Steel's assets in the west of Scotland

From Sir Montague Finniston.

Sir, I left the nationalised British Steel Corporation as its chairman in 1976 and since then have played no part in the planning decisions of the board or management. James Buxton has written on the future of Ravenscraig (FT, December 19). Here are three points which I made by him which could have

### The rules of origin

From Lady Elles.

Sir, the recent judgment of the European Court concerning Brother Typewriters (FT, December 15) should have important consequences on the hitherto restrictive attitude of the Commission when applying rules of origin in anti-dumping cases. It should lead the Commission to take a view that, in seeking to adopt a rule for printed circuit boards, only a value-added test will do and that the assembly of a printed circuit board is not to be regarded as a technical criterion.

The rule envisaged by the Commission is already the subject of opposition in the US and among other trading partners and therefore has wide commercial implications.

The Commission has so far held that mere assembly operations were not sufficient to confer origin local manufacturing was necessary.

During investigations under the Anti-dumping Regulation, a 45 per cent added value test was being applied so as to

### Parking in London

From Mr Simon Randall.

Your leading article on the Transport Secretary's lack of vision (December 18) contained much good sense. The red route proposals will do nothing to ease London's acute traffic and transport crisis. Indeed, they could well make matters worse by enticing even more drivers on to the capital's clogged streets.

The London Boroughs Association is a Conservative-controlled organisation, but we have continually made it clear to the Government that its present haphazard and piecemeal approach to tackling the road and rail problems is a disaster. If London is to be the financial capital of Europe in the 1990s it needs a transport system that betters all other European cities, and therefore has to have a firm commitment to major new public transport systems, backed by government money, together with short-term initiatives to promote the use of buses and make better use of existing road space.

Simon Randall,  
Chairman,  
Housing and Works Committee,  
London Boroughs Association,  
23 Buckingham Gate, SW1

shown that sub-Saharan Africa's ratio of manufacturing to total output has hovered around 9.1 per cent from the 1960s to the mid-1980s. According to the bank's 1986 World Development Report, the region was doing only a little worse than all low-income countries whose manufacturing to total output ratio was 15 per cent. Yet the 1988 edition revised the ratio for all low-income countries to 24 per cent, suggesting a huge gap in relative performance. The current report tells us the figure is "not available."

Roger Riddell,  
Overseas Development Institute,  
Regent's College,  
Inner Circle,  
Regent's Park, NW1

### Georg Urban gegr. 1838 in Goldberg/Schlesien GmbH

Kiel

has sold

## REPORTED DEATH TOLL IN ROMANIAN CLAMPDOWN GROWS

## Ceausescu defends role of army

By Judy Dempsey in Budapest

ROMANIA'S President Nicolae Ceausescu last night blamed "international and terrorist actions" for last Sunday's massive anti-government demonstrations in the north-western city of Timisoara as estimates of the numbers slain grew.

East Germany's official news agency ADN, quoting Romanians living in East Germany with friends and family left in the country, said security forces had killed between 3,000 and 4,000 demonstrators in Timisoara and had continued to suppress protest rallies in more than 10 cities since then.

More than 30 children were massacred by police during the Timisoara riots, according to the Yugoslav news agency Tanjug. The agency said passengers arriving by train from Bucharest at the Yugoslav border town of Vrsac spoke of a massacre before the cathedral of 36 children who were carrying candles in a parade appealing for bread and peace and human dignity.

In the first official Romanian statement on the unrest, Mr Ceausescu, who was speaking on Bucharest radio, said that the events in Timisoara were meant to "provoke disorder and destroy the institutions in the country."

Mr Ceausescu blamed what he termed "imperialist, revisionist, irredentist circles and foreign espionage services."

Mr Ceausescu, who had returned earlier in the day from a three-day trip to Iran, staunchly defended the role of the army.

"The military units were obliged to defend themselves



Ceausescu: attacking "foreign espionage services"

and to protect order," he said, apparently aware of the growing international condemnation of the violence.

He added that the army had "shown great patience" and had "fully fulfilled their duty towards the homeland, the people and the socialist achievements."

The speech, which was also broadcast on television, coincided with fresh, but unconfirmed reports of more demonstrations in Timisoara.

Mr Ceausescu referred to what he called the "anti-national" attacks against Romania which had been "promoted by Budapest and other radio stations" and added that the Timisoara events were pre-

"strengthen co-operation and unity" and "do everything for freedom, socialist construction, the people's well-being, and Romania's integrity and independence."

In what could now appear to be a mounting challenge to Mr Ceausescu's iron rule, Tanjug, the Yugoslav newsagency, quoting the Yugoslav consulate in Timisoara, reported that more than 50,000 people marched down the streets in defiance of the armed police and guards who sealed off the city on Monday.

It said the police did not open fire. But a Paris-based Romanian human rights organisation yesterday said that the police again used force against the demonstrators.

Yesterday, Mr Gyula Horn, the Hungarian Foreign Minister, told a sombre Parliament that "hundreds had been killed and wounded."

He said Hungarians were shocked by the scale of violence used against the peaceful demonstrators, who had formed a human chain around the home of Father Laszlo Tokes, an ethnic Hungarian pastor who was due to be evicted on December 16 for his support of human rights. His whereabouts are still unknown.

Mr Horn, who was responsible for allowing thousands of East Germans safe passage out of Hungary to the West last September, an event which triggered off the unrest in East Germany, added that the borders between Hungary and Romania were "closed."

The whole nation, he said, should show "high patriotic and revolutionary spirit," to

Silent testimony to hatred of Ceausescu, Page 2

## Tory revolt threatens UK plan for Hong Kong 'refugees'

By Philip Stephens in London and John Elliott in Hong Kong

**RIGHT-WING** British Conservative members of parliament and the opposition Labour Party yesterday served notice that they would join forces to attempt to wreck the Thatcher Government's plan to provide full British passports for up to 225,000 citizens of Hong Kong.

Mr Norman Tebbit, a former chairman of the Conservative Party, spoke out vehemently against the scheme as it was unveiled yesterday by Mr Douglas Hurd, the Foreign Secretary, while the Labour Party announced that it would also oppose it.

The UK market yesterday seemed content to ignore events in Central America in favour of evidence of a slowing economy at home. November's bank lending figures were around a third down on market estimates, with the bonus that distress borrowing seems not to be emerging yet. The GNP figures included many of the right (if expected) statistics: spending on food marginally up, spending on furniture and clothing well down, investment in plant and machinery up 8 per cent on the year, in dwellings down 5 per cent.

But there is still enough bad news ahead to threaten this rosy scenario for equities - the Ford strike vote, the 4.7 per cent quarter-on-quarter fall in the admittedly unreliable corporate profits figures and the meagre 1 per cent rise forecast for manufacturing investment in 1990. The risks of stagflation have not been sufficiently discounted by a market still hovering 3 per cent below its all-time peak.

Therefore might have to come from a consortium including foreign buyers interested in British Land's chunkiest London properties, Plantation House and Euston Centre.

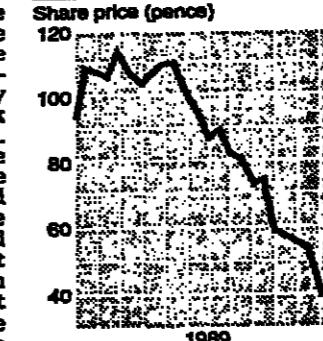
Or the market may just be recognising that British Land will never be the same again. Mr Ribblett and S.G. Warburg did everybody a favour by starting a process of actively trying to close the gap between share price and net asset value, with a boldness few large companies could emulate. One hopes egos can be put aside, and that British Land can hammer out some revised proposals.

## THE LEX COLUMN

## No hiding place in the dollar

## Ferranti

Share price (pence)



of perhaps a fifth in the cash windfall. Tootal's shares are still some 15p higher than they should be without the prospect of another bid. But an eventual merger with CV still seems the most logical outcome.

## Ferranti

It is hard not to sympathise with a company whose shares fell nearly 10 per cent on the day of its AGM. In Ferranti's case, sympathy is due more to the shareholders than the management, particularly since the fall was mostly due to reports that no bidder is likely to take the company off their hands. But although demands at the AGM for publication of the Coopers & Lybrand report and the appointment of fresh non-executive directors are perfectly understandable, they are perfectly beside the point. Bidders may be backing away not because they know too little, but because they know too much.

Given the deteriorating outlook for defence spending, a competitor such as GEC might well see its prospects best served by leaving Ferranti to its own devices. But if a bid does come, the market should not expect too much. The chief influence on the share price is not now the hope of a bid but the threat of a cash call equal to 30 per cent of the company's market value. A take-it-or-leave-it offer 10 per cent below the present price of 81p might be hard to refuse.

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## Tootal

At a time when the UK market is buoyed up by companies making seemingly expensive bids for strategic reasons, it is salutary to see an agreed deal collapse because one side wanted to cut the price to reflect deteriorating trading conditions. A few more deals like Coats Viyella's aborted bid for Tootal would knock off a lot of speculative froth.

It is one thing for companies such as Fletcher Challenge to pay close to 30 times earnings for a depressed UK paper manufacturer. But when CV bids at 20 times earnings for a not-so-depressed textile company, some of the valuations being put on other takeover targets begin to look rather rich. Of course, the bulls would like to believe that the abandoned Tootal bid is a special case, driven by CV's strong bargaining position - it still has 30 per cent of Tootal - and its niggardliness.

Perhaps that just tells us that the stock market expects a knock-out win for shareholder democracy was over due in the City; and Mr John Ribblett's scheme to restructure British Land had to be the loser, in view of the way it could have favoured insiders. It would be silly, though, for institutional investors to indulge in a fit of triumphalism. At 322p, British Land's share price is some 28 per cent above its November level, a all-time peak.

There is some truth in this. UK share prices have risen by over 10 per cent since CV came to Tootal's rescue last May, and while the quality and size of Tootal's future profits are debatable, the company could hardly recommend a reduction

## Buyouts

There is a certain irony about the Takeover Panel's new rules on management buyouts coming out just as Magnet is about to complete its refinancing. The rules are designed to protect shareholders against exploitation by management, an issue which the Magnet buyout did much to bring to public notice. But it has since become abundantly apparent that Magnet paid its shareholders more than the business was worth, an error which seems about to cost its chairman his job.

The rules are welcome nevertheless, particularly the obligation to give competing bidders all information which has been granted to the buyout's bankers. Ideally, the same privilege should be granted to the company's owners, not just their non-executive representatives. But that is doubtless too much to hope for.

## Lithuanian Communists defy Gorbachev

By Quentin Peel in Vilnius

THE Communist Party of Lithuania yesterday voted overwhelmingly to break away from the Communist Party of the Soviet Union in open defiance of Mr Mikhail Gorbachev and of its own Russian-speaking minority.

The delegates voted 5-1 to become an independent party, no longer bound by the political dictates of Moscow.

The move presents the Soviet leader with his most acute nationalist challenge yet, from within the ranks of his ruling party. He is already under severe attack from conservatives for the political upheaval caused by perestroika.

Speaker after speaker at the extraordinary congress of the Lithuanian Communist Party called for the break with Moscow as a pre-condition for

genuine sovereignty, economic autonomy and ultimately outright independence.

The militant vanguard of the CPSU will never fight for the sovereignty of Lithuania," said Mr Raimundas Kasauskas, a Lithuanian writer. "At last our party has the chance to do something good for the nation. It is the only way for it to remain a social force."

Then, to a storm of applause, he went on to quote Mr Gorbachev on Eastern Europe: "Every nation has the right to choose its own way of development," he said. "This applies to all Eastern European nations, including us. We are no worse than any other nation in Eastern Europe. The absolute majority of Lithuanian Communists want for a completely sovereign party."

A sovereign party within the CPSU is like being a sovereign goldfish in the belly of a

whale," said Mr Algirdas Cekulionis, a newspaper editor.

The congress was told that an opinion poll showed 61 per cent of all Lithuanian Communist Party members in favour of outright independence from Moscow, against 19 per cent for a confederal party relationship, and 12 per cent who opposed a split.

Mr Gorbachev must decide how to respond to the breakaway and, in particular, whether to recognise the new party, accommodate it, or expel it.

Mr Algirdas Brazauskas, the Lithuanian Party leader, has called for a careful transitional period and suggested a confederal party structure, allowing all the republics to have effective political autonomy and an equal say in the ruling Politburo.

## McDonnell in \$3bn S Korean contract

By Maggie Ford in Seoul

MCDONNELL Douglas, the US aerospace and defence group, has been awarded a \$3bn contract to supply 120 F/A-18 Hornets fighter aircraft to South Korea.

US congressmen also attempted to compare the contract with a controversial co-development plan agreed between the US and Japan to produce the F/A-18 fighter jet. The two countries will jointly develop new technology.

Concerns over the US

lose its competitive edge to Japan led to a row which soured US-Japanese relations. Analysts pointed out, however, that the South Korean deal involves technology developed 10 years ago and that the aircraft have already been co-produced in other countries.

The decision to buy the F/A-18 suggests that the South Korean Government is keen to purchase the highest possible level of technology and that the role of its air force may become more flexible.

The F/A-18, according to General Dynamics, is an ideal aircraft for providing air cover in the event of an invasion from communist North Korea. The F/A-18, originally developed as a navy fighter, can operate from aircraft carriers. However, the virtual una-

## Czech Party blames its former leaders

By John Lloyd in Prague

THE COMMUNIST Party of Czechoslovakia yesterday began democratisation in the now traditional method of blaming a clutch of old leadership figures for "distortions of socialism" and pledging its fidelity to pluralism.

Mr Karel Urbanek, general secretary for the past month, in his keynote speech to the extraordinary party congress, singled out in particular Mr Milos Jakes, his immediate predecessor, and Mr Miroslav Stepan, the Prague party boss until three weeks ago. He accused them of "punishable negligence and irresponsibility" following the November 17 demonstration during which Interior Ministry police clubbed down the mainly student demonstrators.

A special commission is still investigating responsibility for the decision to use force and it is widely believed that Mr Jakes and Mr Stepan may face imprisonment. They have already been dismissed from party membership.

Mr Urbanek also named Mr Jan Fojtak, former chief of ideology, and Mr Vaclav Blatna, a former Politburo member dismissed from the Central Committee on Monday as part of the "small group" which controlled the crucial decisions for the party and for society.

The Party has lost 66,000 members over the past month and more than 300 local branches have been closed.

The reformers, grouped together in the Democratic Forum of Communists and reckoning on the support of between a quarter and a third of the 1,530 delegates attending the congress, are sceptical of the depth and sincerity of the sudden switch to democracy. They were pointing last night to Mr Urbanek's attempt, in a brief comment in his speech, to lay some of the blame for the November 17 demonstration on

those who took part. Elections were being held later last night for a new party leadership, with Mr Ladislav Adamec, the former Prime Minister, and Mr Vaclav Morohora, a Politburo member and former chairman of the Communist youth movement, as the main contenders for the new post of party chairman, which will replace the title of general secretary as the supreme official in the Party.

Mr Urbanek, whose speech was given a lukewarm reception, is expected to run for the new post of First Secretary.

However, the Democratic Forum was considering withholding support from any of these candidates, on the grounds that they were all compromised by their past actions or inactions.

Evidence of the Democratic Forum's standing in the Party was furnished by its being granted the opportunity to give its own press conference.

Mr Rudolf Preval, a member of the 14-strong organising committee, said that he accepted that the Communists would have no share in the shaping of Czechoslovak society and economy over the next 10 years but that "the wave of neo-conservatism" is now dying and we Communists will have a part to play in the revival of the left though not, thank God, a monopoly position again."

The Congress is expected to debate the presidency at its session today although a solid consensus has now formed behind Mr Vaclav Havel the playwright and leader of the Civic Forum movement.

In a newspaper interview,

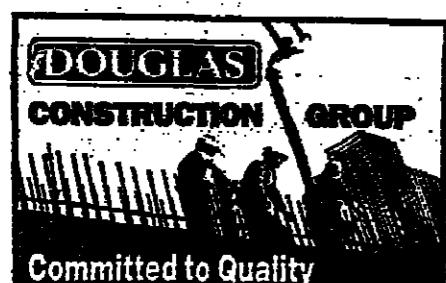
Mr Havel disclosed that he had

talked with Mr Alexander Dubcek, the former party leader toppled by the Warsaw Pact invasion in 1968.

They discussed a role for Mr

Dubcek in the new administration.

WORLD WEATHER	
Abu Dhabi	70
Alexandria	70
Amsterdam	70
Antwerp	70
Barbados	70
Bangkok	70
Berlin	70
Beruit	70
Bogota	70
Bonn	70
Bordeaux	70
Buen	



# FINANCIAL TIMES COMPANIES & MARKETS

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Thursday December 21 1989

A TRADITIONAL SERVICE  
IN THE MODERN MANNER

## INSIDE

**Overseas buyers move into Toytown**

First there was Corgi; then Kiddicraft. No sooner had the ink dried on the deal to sell die-cast model car maker Corgi to Mattel and Hestair, the personnel services and consumer products group which last week agreed a \$192m bid from BET, the British engineering company, had sold its Kiddicraft toy-making subsidiary for £13m. The disposal to Quaker Oats, the Chicago food and toy group which already owns Fisher Price, is part of Hestair's strategy of focusing on its core personnel services businesses. Coming after the Corgi deal, it marks a further step in the sale of UK toy companies to overseas buyers. Page 28

**Currency market to the world**

Ever since its founder, Paul Julius Reuter, released a carrier pigeon to plug the gap in the European telegraphic system in 1843, Reuters, the news and financial organisation, has prided itself on reaching the furthest parts of the globe. More than a century after the flight of the carrier pigeon, in 1971, came the breakdown of the Bretton Woods system of fixed exchange rates. And — ever quick to exploit new markets — Reuters soon afterwards launched a screen-based exchange rate quotation service. To many people, Reuters is now the world's foreign currency market. Rachel Johnson reports. Page 18

**Plenty to smile about**

Many people would not be too happy about the acquisition of a stake in their business by a foreign country. But Banco Central, Spain's largest industrial bank, has plenty of reason to be pleased by the acquisition of a 3.5 per cent stake in it by Bouygues, Europe's largest construction company. For, while the FF1900m deal gives the company important access to Spanish financial and industrial circles at a time when the country is embarking on a massive investment in infrastructure, it also brings a friendly shareholder to the bank, whose management has long been seeking to strengthen its hand against an unfriendly minority investment group. Page 18

**Eagle takes to the road**

AA Insurance Services, the leading UK personal lines broker with 1.5m motor and 500,000 household policies, was already a client of Eagle Star. But — saying that the Financial Services Act had made it difficult to produce life products suitable for AA customers — it yesterday forged a stronger link with the UK composite insurer that is a subsidiary of BAT Industries. Eagle Star did not disclose the price it had paid for the 24 per cent stake in the AA's insurance and financial services arm, but it did say that the joint venture with the AA would enable it to sell life and investment products to the AA's 7m members and insurance customers. Page 20

**Market Statistics**

Base lending rates	34	London share service	32-33
Benchmark Govt bonds	34	London bond options	34
Options options each	34	London credit options	34
FT-4 indices	34	Money markets	34
FT-4 world indices	34	World commodity prices	34
FT int bond service	34	World stock intd indices	34
Financial futures	34	UK dividends announced	34
Foreign exchanges	34	Unit trusts	34
London recent issues	34		34-35

**Companies in this section**

BET	20	Mirror Gp N'papers	20
Bombardier	18	Monopoly	20
Brit & Commonwealth	21	NEI	24
Burnmire	20	Pringle (James)	20
Coats Vyella	21	Quaker Oats	20
Colonnade Develop't	21	Reliance Inds	18
Copson (F)	24	Rockwood	24
Credit Lyonnais	24	Rolls-Royce	24
Credit Suisse	24	Stora Containers	21
EURO Data	24	Stena	21
Ericsson	24	Sterling Industries	21
Europe Minerals	24	Sun Alliance	21
Faupel Trading	24	Talash Marine & Fire	24
Federal Express	24	Tishco	24
Finlan	24	UK gifts	19
Granican Holdings	24	US bonds	19
Hestair	24	Wassell	18
Hughes Food	24	Watbella	18
Interfreight	24	Westpool Inv Tst	24
International City	24	Woodchester Inv	20
Int'l bonds	24	York Trust	18
KKR	24	Yorkshire Radio	21
Magnes	24		
Metal Closures	24		

**Chief price changes yesterday**

FRANKFURT (cont)		Euro Franc	669	+ 647
Daimler-Benz	22.8	Francia Lira	318.8	+ 30.8
Kestrel	601	Frangforsen Bsl	141.4	
Landesbank	24	Frangforsen Bsl	141.4	
Megafon	267	Francia	24	
Siemens	655.5	Francia	360	- 18.8
Volkswagen	585.5	Francia	135	- 5.8
NEW YORK (cont)		TOKYO (cont)		
Alexander's	524	Frances	13	
Campbell Soup	541	Frances Elect	2650	+ 400
Tesco Plc	92	Japan Wod Text		
PEPSI	242	Japan Wod Text		
Coca-Cola	77.4	Japan Wod Text	3300	+ 400
GM	94.9	Kabushiki Inds	6000	+ 500
Walt Disney	112.4	Kabushiki Inds	1180	+ 50
PARIS (cont)		Kabushiki	1530	+ 120
Hanes	1320	Kabushiki	3680	+ 380
COT	92	Toy System		
New York prices at 12.30pm				
LONDON (Pence)		Swiss Franc	580	+ 8
BBE	112.5	Swiss Franc	580	+ 8
Bellis	149	SWF	482	- 3
Blue Circle	242	Swiss Franc	150	- 30
Body Shop	523	Swiss Franc	845	- 10
CII	515	Swiss Franc	440	- 20
Euromarket	573	Swiss Franc	235	- 14
Glynned Int	228	Swiss Franc	394	- 8
Metal Closures	181	Swiss Franc	394	- 8
Postscript	518	Swiss Franc	65	- 6

## Gillette buys into Wilkinson Sword

By Robert Taylor in Stockholm

GILLETTE, the US-based world leader in razors and blades, is to buy all of shaving products rival Wilkinson Sword's operations outside the European Community. Gillette will also have a significant minority interest in Wilkinson's EC operations after yesterday's sale by Stora of Sweden of its consumer products businesses to a Scandinavian-US consortium.

Wilkinson's non-EC sales accounted for about 40 per cent of total turnover last year of SKr14bn (\$223m). Gillette was prevented by competition rules within the EC from buying Wilkinson's global business.

Yesterday's \$630m sale by Stora, Europe's biggest pulp and paper producer, involved not

only Wilkinson, but also matches, including Bryant & May in the UK, and disposable lighters. All were bought as part of Stora's SKr5.5bn purchase of Swedish Match in May last year.

Gillette is to have 24.9 per cent of the equity in the new enterprise but no voting rights or seats on the board. It is paying \$70m for Wilkinson's non-EC business. Yesterday's sale marks the fourth time Wilkinson has changed hands since 1973.

JP Morgan Capital Corporation of the US will have 22.9 per cent of the equity in the new company, but most of that will also be non-voting.

More than 90 per cent of the voting rights will be held by the Scandinavian, mainly Swedish,

members of the consortium. SPP, the Swedish insurance company, will have 20.2 per cent of the equity. Other owners include the Skandia insurance company (9.8 per cent), Kjøbenhavns Handelsbank in Denmark (8.7 per cent) and Sweden's Spira Invest.

The new company will be domiciled in the Netherlands with its operating management in Switzerland. Swedish Match's base before the Stora takeover.

Mr Massimo Rossi of Swedish Match will continue as president and chief executive officer. He said yesterday the deal was the "best possible solution" because it preserved Swedish Match as an independent entity with a continuity of management.

The new company, however,

would divest its non-European operations over the next two years to concentrate on the EC market, which already accounts for 70 per cent of its business.

Mr Bo Berggren, Stora's president and chief executive officer, said the "beauty of the solution" was that it "fulfilled all the priorities of the parties concerned."

The fact that the new company would be controlled by a Swedish-dominated consortium was a relief to the Swedish government and trade unions, he added. They had feared Stora's sale might have weakened the Swedish identity of the consumer product business.

Consumer products made up 20 per cent of the annual turnover of Swedish Match before its

acquisition by Stora. Swedish Match accounts for a quarter of the world's sales of matches. It is one of the three leading producers of disposable lighters, where its brands include Clipper, and in its top four in shaving products.

Last year, it had sales of SKr3.7bn and profits after depreciation of SKr300m. In the first eight months of this year, Swedish Match reported turnover of SKr1.62bn and operating profits of SKr190m.

Stora announced its disposal intentions in June. Mr Berggren said it had taken difficult and complicated discussions to complete the deal, mainly because Swedish Match had more than 100 legal articles covering its operations in 36 countries.

## British Land scraps proposals

By Nikki Tait in London

AN INSTITUTIONAL revolt over the controversial restructuring scheme put forward by British Land has obliged the large property group, headed by Mr John Rithiat, to withdraw its proposals.

British Land's decision, announced yesterday morning, came just 24 hours before the deal was due to be put to a shareholders' meeting. Formally, the meeting will still go ahead but the resolution will not be put forward.

A statement from British Land said only that a "significant minority" of shareholders had indicated that they would vote against the proposals.

However, it seems that the property company stood little chance of gaining sufficient support for the deal to go through.

It would have needed 50 per cent of shareholders' votes to have been in favour.

Considerable opposition surfaced over the past week, with a number of large life offices and pension funds registering public dislike of certain aspects of the scheme.

On Tuesday night, Robert Fleming Asset Management, one of British Land's two biggest shareholders, with 7.34 per cent stake, also decided to vote against the restructuring proposals.

The other major shareholder, Mercury Asset Management, was due to reach a decision by early yesterday morning.

However, S. G. Warburg, advising British Land, claimed that the decision to withdraw the proposals was made without knowing MAM's intentions, and would have been unaffected by them.

Yesterday, a number of fund managers who had been unhappy about the small print of the restructuring said that they welcomed British Land's move — one of the most dramatic climb-downs by a company in face of institutional pressure in recent years.

"I'm very pleased that they've taken our views on board," commented one Scottish life office.

Nevertheless, a number of institutions added that they would still like to see a modified version of the scheme go ahead.

"I hope it's not going to die," remarked one insurance company fund manager. "But it's highly complex — you get into horse-trading and you'll never get all institutions agreeing on what is acceptable."

Shares in British Land ended unchanged at 332p. Lex, Page 14

## Ferranti family pushes for publication of report

By Hugo Dixon in London

THE BOARD of Ferranti International came under attack from the Ferranti family yesterday. At a reconvened annual general meeting the directors were criticised over the way they are handling the crisis that has engulfed the UK defence electronics group.

The family trust said it would be taking legal advice to see if it could force the company to publish a report into a £215m (\$346m) fraud Ferranti says it has suffered. The group commissioned the study from Coopers & Lybrand, the accountants.

A version of the C&L report has already been made available in confidence to companies considering bidding for Ferranti and the family is worried that potential

bidders would have more information than shareholders.

Mr Ian Mackeson-Sandbach, an executor of the late Mr Basil de Ferranti's estate, which owns over 10m shares, less than 15 per cent of the total, also pressed the company to take on new directors who had "not been associated with previous disasters".

The family trust said it would be taking legal advice to see if it could force the company to publish a report into a £215m (\$346m) fraud Ferranti says it has suffered. The group commissioned the study from Coopers & Lybrand, the accountants.

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The family trust said it would be taking legal advice to see if it could force the company to publish a report into a £21

## INTERNATIONAL COMPANIES AND FINANCE

## Wärtsilä may merge with building materials group

By Enrique Tessieri in Helsinki

LOHJA, the Finnish building materials and electronics group, has bought a 20.2 per cent stake in Wärtsilä, the Finnish diesel engine, security and sanitary equipment group, and the two companies are considering a merger.

The potential deal comes only two months after Wärtsilä's marine division, one of Europe's largest privately-owned shipbuilders, filed for Finland's biggest ever bankruptcy.

"Even if we've purchased 20.2 per cent of Wärtsilä, we are studying the possibility of merging both companies," said Mr Georg Ehrnrooth, president and chief executive of Lohja.

"It is still unclear how these companies will merge if Wärtsilä will merge into Lohja or Lohja into Wärtsilä," he added.

Mr Ehrnrooth said both companies would sign a letter of intent to merge by next spring and that "the actual merger

would take place 6 to 8 months after this decision."

Lohja's minority stake in Wärtsilä is valued at FM905m (\$195.32m), and took place through the issue of 1.5m restricted series I shares at a price of FM335 apiece.

In return Wärtsilä will pay FM425m for 50 per cent of Ovako Steel, a Finnish-Swedish specialised steel group, and a cash sum of FM377m.

Analysts speculate that Lohja's recent foothold in Wärtsilä probably means that the wealthy Ehrnrooth family, which has stakes in large Finnish companies such as Lohja and Ovako Steel, may be jockeying for a strong presence within the new company to be formed between Lohja and Wärtsilä.

The Lohja-Wärtsilä deal has also caused a major shake up within Wärtsilä's management. Mr Pekka Laine, the president and chief executive of Wärtsilä

Corporation, has turned in his resignation that will be effective after December 31.

At an extraordinary board meeting to take place on January 15, all Wärtsilä's board members have agreed to give up their seats.

Wärtsilä Marine has triggered the present situation," said Mr Klaus Gronbärl, the new acting president of Wärtsilä Corporation from January 1, 1990 until the merger materialises.

"After we lost our shipbuilding sector we lost our identity. Our relationship with Lohja helps us find a new identity in the building materials sector. This reality will allow us to be competitive in Europe as well."

According to Lohja officials, if both companies merge their combined turnover will amount to around FM10bn and they will jointly employ 15,000 to 16,000 persons.

## Magnet to announce refinancing details

By Maggie Urry in London

MAGNET, the UK kitchen and do-it-yourself retailer, is on the verge of announcing details of its refinancing, arranged with its bankers.

The deal is expected to require the departure of Mr Tom Duxbury, the group's chairman, and could be announced today. Already, Mr Albert King, the finance director, has left the group.

Mr Duxbury, an extrovert believed to be largely responsible for the group's earlier success, led a controversial £52m management buy-out of the company in July this year. But almost from the start the buy-out ran into difficulties when trading conditions worsened.

Bankers Trust, the bank which led the buy-out financing, was unable to syndicate the £550m of debt involved, leaving all of it on the books of the nine banks which underwrote it. In New York, Bankers Trust said this week it was taking a £150m fourth-quarter charge covering two corporate

loans, one of which was the Magnet loan.

Magnet suffered as rising interest rates affected consumers' willingness to spend on big-ticket items, and the slump in house moves - when many people buy new kitchens - hit Magnet's sales.

The deal is the first important co-operation project between European and Japanese truck makers.

These trading problems have also hit other highly-indebted retailers such as Lowndes Queensway, the furniture and carpet retailer, and MFI, the kitchen and bedroom specialist, both of which have returned to bankers to restructure their finances. Lowndes Queensway secured its second refinancing - worth £70m - at the end of last week.

In October Magnet revealed that ambitious profit targets forecast at the time of the buy-out, including profit increases of 15 per cent a year, could not be met and that talks with bankers were starting. Its shares were suspended then. Mr King left in early November.

Mr Isamu Kawai, president of Nissan Diesel, an associate company of Nissan Motor of Japan, said the joint development programme was aimed at returning to bankers to restructure their finances. Lowndes Queensway secured its second refinancing - worth £70m - at the end of last week.

The companies aim to achieve a reduction in diesel engine noise and pollution levels, while also improving power output and fuel consumption for a range of engines of 6.8 litres.

Nissan said that it was expected that Nissan Diesel would manufacture the engine in Japan, while Ivecu would produce it in Europe starting in the mid-1990s.

Mr Cariberg added: "These will primarily manifest themselves in a more effective use of the base technology and development resources, as well as the avoidance of duplication."

The companies aim to achieve a reduction in diesel engine noise and pollution levels, while also improving power output and fuel consumption for a range of engines of 6.8 litres.

There was, however, a risk of duplication in recent command and control system projects for the Swedish air force, which will now be avoided as a result of the merger.

Now KKR seems to be caught in a vicious circle of its

## Ericsson and Nobel launch joint company

By Robert Taylor in Stockholm

ERICSSON, the leading Swedish telecommunications group, and Nobel Industries, the Swedish industrial and defence products company, announced yesterday that they intended to work together in the manufacture of command and control systems through the creation of a joint company Bofors Electronics AB.

The new company, which will come into effect on January 1, 1990, will be 80 per cent owned by the Bofors company and the rest by Ericsson. It means the concentration of Bofors electronics with Ericsson's radar electronic division and control systems.

It will take responsibility for the development, manufacture and marketing of advanced electronic systems for defence and civil applications. The annual turnover of the two units together amounts to \$310m.

Commenting on the merger Mr Björn Svedberg, Ericsson's chief executive officer said: "Those projects which are of interest in the command and control systems demand an investment in engineering talent. A co-ordination of the expertise that is available in Sweden is thus a logical and natural step to take."

Mr Anders Cariberg, Nobel Industries chief executive officer, said that the merger opened the way to "gains through rationalisations, in comparison with the non-merger option."

Mr Cariberg added: "These will primarily manifest themselves in a more effective use of the base technology and development resources, as well as the avoidance of duplication."

The deadline relates to the December 27 expiration of an offer to exchange \$524m worth of Jim Walter bonds which the company cannot repay.

KKR originally planned to repay the bonds by January 1, 1990. But Jim Walter has been unable to raise the cash required to repay them because of an unexpected lawsuit in the Texas courts, claiming damages of up to \$5bn for past asbestos liabilities. KKR claims the suit is without merit, but the plaintiffs have succeeded in freezing asset disposals by Jim Walter.

Now KKR seems to be caught in a vicious circle of its

## Bouygues buys into Spanish bank

By William Dawkins in Madrid

BOUYGUES, Europe's largest construction company yesterday paid just over FF900m (\$151.77m) for a 3.5 per cent stake in Banco Central, Spain's largest industrial bank.

The deal, the fruit of seven months of secret negotiations, gives Bouygues vital access to Spanish financial and industrial circles at a time when the country is embarking on a massive investment in infrastructure.

It also brings a friendly shareholder to the bank, whose management has long been seeking to strengthen its hand against an unfriendly minority investment group.

"This marks a fundamental stage for our group in its European development," said Mr Martin Bouygues, who three months ago took over as group chairman after his father, Mr Francis Bouygues, and will now take a board seat at Banco Central.

Bouygues estimates that a mere FF740m of its FF600m turnover will come from Spain in 1990, but aims to turn that into "several billion" within the next few years, according to Mr Olivier Poupart-Lafarge, the French group's finance director.

group which holds 12.5 per cent and which has been continuously critical of Banco Central's management.

The bank has an immense industrial portfolio, with the equivalent of FF7.5bn in sectors stretching from petrochemicals to private motorways, mining and steel production.

Mr Alfonso Escamez, Banco Central president, who warmly welcomed the deal, said they would also be seeking joint projects throughout Europe.

For the bank, the gains from the share sale will also help this year's profits, which rose to the equivalent of FF1.2bn pre-tax for the first nine months to the end of September from FF1.7bn after tax for the whole of 1988.

Bouygues estimates that a mere FF740m of its FF600m turnover will come from Spain in 1990, but aims to turn that into "several billion" within the next few years, according to Mr Olivier Poupart-Lafarge, the French group's finance director.

"Our aim is to make a financial investment which maintains our confidence in the Spanish economy," said Mr Poupart-Lafarge.

Bouygues said it was too early to identify precise projects in which it might get involved.

The biggest immediate possibility was a proposed express rail link between Madrid and Barcelona. The Spanish Government is expected to ask for tenders soon for the project, worth an estimated FF10bn.

Other big projects in the pipeline include the construction needed for the Barcelona Olympics in 1992, an international exhibition to be held in Seville in the same year, and the upgrading of the country's motorway and telecommunications networks.

Banco Central made the initial approach last June, when Bouygues was drawn to its attention by stock market rumours that the French company was preparing an approach for Dragados, Spain's largest construction group, in

which the bank holds a stake of just over 10 per cent. Bouygues denies having bought any Dragados shares.

This is not the first link between the French construction group and a big financial services company.

Early this year, Nippon Life, the Japanese insurance group, took a friendly 2.2 per cent stake, from which Bouygues executives hoped to gain financial and industrial connections and assistance in the Far East.

The French group will be open to further agreements of this kind, said Mr Poupart-Lafarge.

This is the second big strategic step for Bouygues since the new chairman took over in September, even though the negotiations with Banco Central have a longer history.

In October, the French company paid FF1.4bn for a 70 per cent stake in Grand Moulins de Paris, France's biggest producer of flour and owner of valuable industrial property near Paris.

## KKR may put builder into bankruptcy

By Anatole Kaletsky in New York

KOHLBERG Kravis Roberts, the leading US leveraged buy-out firm, yesterday threatened to put to court its business into bankruptcy.

Jim Walter, a Florida house-builder which KKR last year acquired in a \$2.4bn buyout, said it might "have no alternative" but to file for voluntary bankruptcy protection next week.

The deadline relates to the December 27 expiration of an offer to exchange \$524m worth of Jim Walter bonds which the company cannot repay.

KKR originally planned to repay the bonds by January 1, 1990. But Jim Walter has been unable to raise the cash required to repay them because of an unexpected lawsuit in the Texas courts, claiming damages of up to \$5bn for past asbestos liabilities. KKR claims the suit is without merit, but the plaintiffs have succeeded in freezing asset disposals by Jim Walter.

KKR officials believe a bankruptcy court would not force a liquidation of the company to meet the bondholders' claims.

KKR has offered to exchange the troubled bonds for new securities which would have less onerous provisions.

own creation, due to an over-provision it wrote into the terms of the original bonds. Although it retained an option to extend the maturity of the bonds up to 1995, the firm promised to raise their interest payments up to a level which would allow the bonds to trade at par from January 1990 onwards. KKR and its investment bankers now claim that no such interest rate exists.

With the junk bond market in a slump and the asbestos suits in particular, the Walter bonds now trade at less than 25 cents on the dollar. If coupon payments were increased to raise the bonds' value to par, Walter's capital structure would become even weaker and the value of the bonds would fall again, the firm argues.

KKR officials believe a bankruptcy court would not force a liquidation of the company to meet the bondholders' claims.

KKR has offered to exchange the troubled bonds for new securities which would have less onerous provisions.

## Nixdorf seeks partnership

By David Goodhart in Bonn

NIXDORF, the troubled West German electronics company, has admitted for the first time that it is seeking a partner.

Mr Horst Naske, who took over as chief executive last month, said yesterday he was looking for "technical and strategic" partnerships.

Mr Naske told a company meeting that a choice of partner would be made at a meeting of the supervisory board on January 22. The company is likely to go for a German partner.

## HCA \$1.23bn sale fails

By Roderick Oram in New York

HOSPITAL CORPORATION of America said efforts to sell its psychiatric hospitals to employees and other investors for \$1.23bn have failed for several reasons, including the weakness of the junk bond market.

The Nashville-based company was intending to use the proceeds of the sale to repay a \$1.5bn two-year loan. The debt was part of the financing for a \$3.5bn management buy-out of HCA earlier this year.

HCA, strained by the debt burden, said the collapse of the deal did not jeopardise it.

The hospitals were to have been part-owned by staff through an employee stock ownership plan. Recent changes in Eiop laws have reduced tax benefits if employees own less than 50 per cent of the company.

All of these securities having been sold, this announcement appears as a matter of record only.

## 3,250,000 Shares



### WESTERN GAS RESOURCES, INC.

#### Common Stock

#### United States and Canadian Offering

#### 2,250,000 Common Shares

These shares have been distributed in the United States and Canada by the undersigned.

Prudential-Bache Capital Funding

Smith Barney, Harris Upham & Co.  
Incorporated

Hanifen, Imhoff Inc.

Bear, Stearns & Co. Inc. Alex. Brown & Sons Donaldson, Lufkin & Jenrette Hambrecht & Quist  
Incorporated Securities Corporation Incorporated

Kidder, Peabody & Co. Montgomery Securities PaineWebber Incorporated

Robertson, Stephens & Company Salomon Brothers Inc. Howard, Well, Labouisse, Friedrichs  
Incorporated Incorporated

Advest, Inc. Bateman Eichler, Hill Richards Blunt Ellis & Loewi  
Incorporated Incorporated

Dain Bosworth A. G. Edwards & Sons, Inc. Legg Mason Wood Walker  
Incorporated Incorporated

McDonald & Company Oppenheimer & Co., Inc. Tucker Anthony  
Securities, Inc. Incorporated

#### International Offering

#### 1,000,000 Common Shares

These shares have been distributed outside of the United States and Canada by the undersigned.

Prudential-Bache Capital Funding

Smith Barney, Harris Upham & Co.  
Incorporated

Swiss Bank Corporation  
Investment Banking

Daiwa Europe Limited

Paribas Capital Markets Group

December 1989

This announcement appears as a matter of record only.

December, 1989

#### Barclays de Zoete Wedd Limited

#### D

## Westdeutsche Landesbank (Europa) AG

has acquired the European branches/subsidiaries of Standard Chartered Bank in

Brussels  
Hamburg/Frankfurt  
Paris

Copenhagen  
Istanbul/Izmir  
Rotterdam

Dublin  
Milan  
Vienna

In addition, the two partners have entered into a worldwide Cooperation Agreement

## WestLB The Westdeutsche Landesbank

## WestLB The Westdeutsche Landesbank

and

## **Standard Chartered**

intend to strengthen their corporate finance activities in Europe as of January 1, 1990. The two partners have entered into an agreement providing for the amalgamation of their Merchant Banking operations within Standard Chartered Merchant Bank Ltd. which will be named

## Chartered WestLB Ltd.

London

Düsseldorf

New Issue

## D'URBAN INCORPORATED

Tokyo, Japan

D'URBAN

DM 100,000,000 1 7/8% Deutsche Mark Bonds of 1989/1994 with Warrants attached

to subscribe for shares of common stock of

## D'URBAN INCORPORATED

Tokyo, Japan

the Bonds are unconditionally and irrevocably guaranteed by

## The Sumitomo Bank, Limited

Osaka, Japan

Offering Price: 100%

DG BANK  
Deutsche GenossenschaftsbankDaiwa Europe  
(Deutschland) GmbH

Banca del Gottardo

Bayerische Vereinsbank  
Aktiengesellschaft

Cory Securities Corporation

Robert Fleming & Co.  
Limited

Nomura Europe GmbH

Société Générale—  
Eisässische Bank & Co.

Swiss Volksbank

Kaisei Securities (Asia) Co.,  
LimitedThe Nikko Securities Co.,  
(Deutschland) GmbHSumitomo Bank  
(Deutschland) GmbH

Bank Brusel Lambert N.V.

BHF-BANK

Deutsche Bank  
AktiengesellschaftMitsubishi Bank  
(Deutschland) GmbH

Salomon Brothers AG

Ssangyong Investment  
and Securities Co.,  
LimitedMeiko Europe  
LimitedRyoko Securities  
International LimitedBaring Brothers & Co.,  
LimitedCommerzbank  
AktiengesellschaftDresdner Bank  
Aktiengesellschaft

Morgan Stanley GmbH

Schweizerische Bankgesellschaft  
(Deutschland) AGSumitomo Trust and Banking  
(Deutschland) AG

Westdeutsche Landesbank

Girozentrale

Okasan International (Europe)

## Financière CSFB N.V.

U.S. \$150,000,000

Junior Guaranteed  
Undated Floating Rate NotesGuaranteed on a subordinated basis  
as to payment of principal and interest byFinancière  
Crédit Suisse-First BostonFINANCIERE  
CSFB

Interest Rate 8 1/16% per annum

Interest Period 21st December 1989

21st March 1990

Interest Amount due 21st March 1990

per U.S. \$ 5,000 Note U.S. \$ 10,659

per U.S.\$100,000 Note U.S.\$2,171,88

Credit Suisse First Boston Limited

Agent Bank

BAWAG  
BANK FÜR ARBEIT UND  
WIRTSCHAFT A.G.

(Incorporated with limited liability in Austria)

U.S.\$75,000,000

Subordinated Floating Rate Notes due 1999  
In accordance with the terms and conditions of the above-mentioned  
Notes notice is hereby given that the Rate of Interest has been fixed at  
8.5% per annum and that the interest payable on the relevant Interest  
Payment Date, June 21, 1990 against Coupon No. 11 in respect of  
U.S.\$10,000 nominal of the Notes will be U.S.\$429.72.December 21, 1989, London  
By: Citibank, N.A. (CSSI Dept.), Agent Bank CITIBANK

## Standard Chartered

Standard Chartered PLC  
(Incorporated with limited liability in England)£300,000,000  
Undated Primary Capital Floating Rate Notes  
of which £150,000,000  
comprises the Initial Tranche.

In accordance with the Terms and Conditions of the Notes, notice is hereby given that for the three months period (90 days) from 20th December, 1989 to 20th March, 1990, the Notes will carry an Interest Rate of 15 1/2% per cent, per annum.

The interest payment date will be 20th March, 1990. Coupon No. 19 will therefore be payable on 20th March, 1990 at £1,687.84 per coupon from Notes of £50,000 nominal and £188.78 per coupon from Notes of £5,000 nominal.

J. Henry Schroder Wag & Co. Limited  
Agent BankU.S. \$250,000,000 FLOATING RATE SUBORDINATED CAPITAL  
NOTES DUE SEPTEMBER 1990

CITICORP

Notice is hereby given that the Rate of Interest has been fixed at  
8.625% and that the interest payable on the relevant Interest Payment  
Date, March 21, 1990 against Coupon No. 22 in respect of  
U.S.\$50,000 nominal of the Notes will be U.S.\$1,078.13 and in respect of  
U.S.\$10,000 nominal of the Notes will be U.S.\$212.63.December 21, 1989, London  
By: Citibank, N.A. (CSSI Dept.), Agent Bank CITIBANK

U.S. \$750,000,000

Midland Bank plc  
(Incorporated with limited liability in England)Undated Floating Rate Primary  
Capital NotesNotice is hereby given that for the  
six months Interest Period from  
December 1989 to June 21, 1990 (182 days) the Note Rate has  
been determined at 8 1/2% per  
annum. The interest payable on  
the relevant Interest payment date  
June 21, 1990 will be U.S.\$436.04 per U.S.\$10,000 nominal  
amount.By: The Chase Manhattan Bank, N.A.  
London, Agent Bank  
December 21, 1989

CITIBANK

U.S. \$200,000,000  
J.P. Morgan & Co. IncorporatedFloating Rate Subordinated Capital Notes  
Due December 1997Notice is hereby given that the Rate of Interest has been fixed at  
8.6125% p.a. and that the interest payable on the relevant  
Interest Payment Date, March 21, 1990 against Coupon No. 16  
in respect of U.S.\$10,000 nominal of the Notes will be  
U.S.\$215.31 and in respect of U.S.\$250,000 nominal of the  
Notes will be U.S.\$5,382.81.December 21, 1989, London  
By: Citibank, N.A. (CSSI Dept.), Agent Bank CITIBANKSparbankernas Bank  
(Swedbank)Japanese Yen  
10,000,000,000

Floating Rate Notes due 1993

For the period 21st December  
1989 to 21st June 1990

the rate has been fixed at 8.52

per cent. per annum and interest

payable 21st June 1990

for Coupon No. 4 will be

Yen 3,261,068

per Yen 100,000,000.

The Industrial Bank of Japan, Ltd.

Agent Bank

U.S. \$150,000,000  
Republic New York  
CorporationFloating Rate Subordinated  
Capital Notes due 2009Notice is hereby given that in  
respect of the Interest Period from  
December 1989 to March 21, 1990  
the Notes will carry an  
Interest Rate of 8 1/4% per annum.The coupon amount payable on  
March 21, 1990 will be U.S.

\$217.19 per U.S. \$10,000 Note.

By: The Chase Manhattan Bank, N.A.

London, Agent Bank

December 21, 1989

CITIBANK

## INTERNATIONAL COMPANIES AND FINANCE

Political pendulum now  
favours Nusli Wadia

Gita Piramal on a bitter corporate war in India

INTERNATIONAL  
APPOINTMENTSNew head  
for Quebec  
Securities  
CommissionBy Robert Gibbons  
in MontrealMR Paul Fortuno, 43, takes  
over leadership of the Quebec  
Securities Commission, Canada's  
second most important, in  
the new year with the  
departure of Mr Paul Guy, 54,  
who has held the job for the  
last seven years.Mr Guy will continue as  
secretary general of the International  
Organization of Securities  
Commissioners and also  
do consulting work.IOSCO has become a co-  
ordinating agency for stock mar-  
kets in the main industrial  
countries since deregulation of  
financial services began in  
1986. Its objective is to pro-  
mote and help enforcement of  
uniform standards interna-  
tionally.Mr Fortuno, a lawyer, was  
appointed QSC vice chairman  
last year. He is a former  
Crown Prosecutor and once  
worked as director of research  
for the National Assembly in  
Quebec City.The investment industry  
expects he will have close rela-  
tions with the Government.  
Mr Guy was frequently in dis-  
agreement with former junior  
finance minister Mr Pierre  
Fortier, responsible for the  
QSC. In Canada, securities law  
is a provincial area of jurisdiction  
primarily.THINGS HAVE rarely  
been brighter for Mr  
Nusli Wadia, the chairman  
of Bombay Dyeing. His  
company, a textile and dim-  
ethyl terephthalate (DMT) man-  
ufacturer, recently posted  
strong interim results.Turnover for the six months  
ended September 1989  
improved from Rs1.57bn  
(US\$33.2m) to Rs1.53bn while  
gross profit increased from  
Rs165.4m to Rs227.5m.Bombay Dyeing's shares  
have moved up from Rs125.5  
on the day the Indian elections  
were announced on October 16  
to Rs195.Meanwhile, the share price  
of Reliance Industries, man-  
aged by Mr Dhirubhai Ambani,  
a keen competitor and rival of  
Mr Wadia, slumped from  
Rs185.25 to about Rs78. Two  
years ago, the position was  
almost exactly the opposite —  
a Rs10 Reliance share was  
quoted at Rs180 while Bombay  
Dyeing languished at Rs75.The fluctuations in the share  
prices of the two companies  
have more to do with the political  
environment than their  
fundamental operational  
strengths. The defeat of the  
Congress (I) party and the victory  
of Mr V.P. Singh's National  
Front in last month's Indian  
elections is widely expected  
to affect both Bombay  
Dyeing and Reliance Industries.  
Mr Wadia is closely alignedto Mr V.P. Singh, India's new  
Prime Minister, and to Mr Ram  
Nath Goenka, the publisher of  
the anti-Congress Indian  
Express chain of newspapers.Mr Ambani is a strong sup-  
porter of Mr Rajiv Gandhi's  
Congress (I) party. The two  
champions are enmeshed in the  
longest and most bitter corporate  
war the Indian business  
community has witnessed.Over the last five years Mr  
Wadia has hesitated to use his  
substantial political influence to  
attack the other.The change in government  
will probably improve Bombay  
Dyeing's fortunes. Mr Wadia  
admits guardedly that this  
might be so.Under the previous Govern-  
ment, several charges were  
filed against us and dozens of  
motivated investigations initiated.  
Now one hopes that one  
will be treated fairly by the  
Government. We do not want  
favours — just a fair deal," he  
says.The previous Government  
relegated all expansion and  
diversification proposals from  
Bombay Dyeing to the back  
burner.The dust will be shaken off  
these applications and Bombay  
Dyeing will probably propose  
some more. "We had and have,  
a lot of investment ideas, but  
we did not pursue them  
because there was no point in  
getting refusals.One case which Mr Singh's  
Government is likely to con-  
sider sympathetically is Mr  
Wadia's application for an  
Indian passport. The quirk of  
birth which endowed both  
Indian and British citizenship  
on Mr Wadia, a British pass-  
holder born in India, has been  
a source of considerable  
controversy.In July 1987 the Central  
Bureau of Investigation (CBI)  
briefly arrested Mr Wadia and  
charged him with falsely  
declaring that he was an  
Indian national while signing  
hotel registers in New Delhi.  
Meanwhile, the Government  
issued temporary visas to Mr  
Wadia pending a final judg-  
ment. Ironically, as the CBI  
prosecutes Mr Wadia in one  
case, it plays the role of guard-  
ian angel in another.According to Mr V.K. Saraf,  
Bombay's Commissioner of  
Police, under the new Govern-  
ment, the CBI may decide to  
take a fresh look at the evi-  
dence collected by the Bombay  
police against Mr Kirti Ambani  
who allegedly conspired in a  
plot to kill Mr Wadia.Mr Kirti Ambani, a senior  
executive of Reliance Indus-  
tries but not related to Mr Dhi-  
rubhai Ambani, was arrested  
in this connection last August.  
Since then the Government  
has attracted considerable pub-  
lic criticism for dragging its  
feet over the case.

## Federal Express slips in second quarter

FEDERAL Express, the express  
delivery company, saw a fur-  
ther slide in profits, reflecting  
the costs of assimilating Tiger  
International, the cargo airline  
it acquired this year, writes  
Frederick Green in New York.Net profits for the second  
quarter ended November 30 fell  
29 per cent to \$37m or 70 cents  
a share from \$52.5m or \$1.01.  
Revenues rose to \$1.72bn from  
\$1.16bn, due to the first full  
quarter of consolidated  
operations.Second-quarter operating  
profits rose 12 per cent to  
\$127.9m from \$114.6m while  
pre-tax profits fell to \$80.8m  
from \$91.5m due to non-oper-  
ating expenses of melding Tiger  
International and other acquisi-  
tions with the company.First half net profits dropped  
43 per cent to \$67.4m or \$1.27  
from \$118.8m or \$2.28, on rev-  
enues of \$3.37bn against \$2.21bn.

## FT INTERNATIONAL BOND SERVICE

Listed are the latest International bonds for which there is an adequate secondary market.

US DOLLAR STRAIGHTS  
Abbey, 9 1/2%, 1991  
B.F.C.E., 9 1/2%, 1991  
Brit. Tel. Fin., 9%, 1991  
C.C.E.C., 9%, 1991  
C.N.C.A., 9%, 1991  
Credit National, 8 1/2%, 1991  
Credit National, 9%, 1992  
Dai-Ichi K.A., 9%, 1992  
D.E.C., 9%, 1992  
E.C.C., 10%, 1993  
E.I.B., 8%, 1993  
Esel-Flug, 9%, 1993  
Eltel, 8%, 1993<br



## UK COMPANY NEWS

## Both sides agree that the logic of the merger to create a world force in thread remains Tootal rejects Coats' revised and reduced bid

By Jane Fuller

A MERGER which would have created a new force in world textiles broke down yesterday as Tootal rejected a new, reduced offer from Coats Viyella.

Mr Geoffrey Maddrell, Tootal's chief executive, said that the logic of the merger remained, but that he and Sir David Alliance, the chairman of Coats, had failed to agree on a price.

Coats is believed to have offered about 110p per share, valuing Tootal at about £215m. This compares with yesterday's closing price of 101p - 10p down on Tuesday's level when the talks founded.

In May, before the offer lapsed during a Monopolies and Mergers Commission investigation, the agreed price was 138p per share, valuing Tootal at £285m. The MMC cleared the bid in October.

Mr Maddrell said: "When we finally got the proposals they

were not of interest to shareholders."

Tootal has been in a position of uncertainty for more than a year, which is the worst of all possible worlds considering the current difficulty of the market."

While admitting that a higher offer would have to be examined, he said: "We are not in the business of playing games. We have to question how much they want it."

Total would proceed, he said, with its plans for independent development, notably in the Far East, a growth area where it already has significant sewing thread activities.

Neither Tootal nor Coats said it had changed its view about the logic of the merger, which would have created the biggest single force in the world thread market.

Sir David said: "Having got so far, it is regrettable that we were not able to conclude a

partnership which promises so much for both sides. We remain dedicated to a resump-

tion of talks at the earliest opportunity."

Mr James McAdam, deputy

chairman, said that the main problem had been the decline of the trading outlook. "The market situation has changed somewhat and not only in the UK. Our market capitalisation has changed."

When the terms of the offer were announced in May, Coats shares stood at 154p. Yesterday, they closed down 4p at 140p. In September, it announced a fall in interim pre-tax profits from £76m to £55.2m.

Brokers have been downgrading their forecasts for Tootal's full year to January.

Mr McAdam said the cutting of its offer was not related to the MMC report, which had required Coats to sell off its UK domestic thread business and its 20 per cent holding in Guteermann, a Swiss/German thread company. Negotiations to make these disposals were still going on.

### White knight sought by Metal Closures

By Andrew Hill

METAL CLOSURES Group, the packaging and printing company, yesterday confirmed that it was seeking a "white knight" counter-bidder to rescue it from the hostile £45.4m offer by Wassall, the aspiring mini-conglomerate with interests in luggage and office furniture.

MCG's shares had risen sharply during the day - from 172p to 181p.

That compared with the 176p value of Wassall's cash-and-share bid.

A statement issued by MCG after the close of trading said: "The board is reviewing whether or not a merger would be possible on terms which offer better value to shareholders than the current Wassall bid and which would more closely reflect the board's view of the prospects for MCG."

The statement added: "No proposals have yet been put to the board of MCG."

Mr J Hughes, chairman of this USM-quoted company, said

### Monotype waits for Maxwell statement

By John Riddings

MR ROBERT MAXWELL said yesterday that a meeting between his Mirror Group Newspapers and Monotype, manufacturer of typesetting equipment, had been "very friendly and positive" and that a statement concerning MGN's intentions would be made in the next few days.

MGN is expected to announce a bid for Monotype, valuing the company at slightly more than the recommended £22m bid from Pointus, plus, a US investment group.

Pointus said yesterday that

it had noted speculation that MGN would make a competing offer for Monotype and that it had the right to increase, revise or extend its own offer.

Mr Maxwell said that he was "impressed with what I saw" at the meeting with Monotype.

He added that the company could complement the activities of its Fifth Wave Technology subsidiary, which was set up earlier this week to manage MGN's existing businesses in the area and help develop printing technology.

### Hughes Food static

By John Riddings

PRE-TAX profits of Hughes Food Group marked time at £2.2m in the six months to September 30. An apparent decline in turnover from £21.8m to £23.1m reflected the sale of Glenaroe Fish Merchants whose turnover for the same period last year amounted to 27m.

Mr J Hughes, chairman of this USM-quoted company, said

the results also reflected the high level of interest paid during the period - up £400,000 at £1.3m. He said that the food services, machinery and construction activities continued to perform well.

Earnings per 50 ordinary share were 2.4p (2.26p) after a reduced tax charge of £387,000 (£537,000). The interim dividend is maintained at 0.25p.

### Europa buys Burmine stake

By Kenneth Gooding, Mining Correspondent

EUROPA MINERALS Group, the London-quoted mining company, has paid £3.74m (about £1.9m), or £1.74 a share, for 19.7 per cent of Burmine, a Western Australian gold mining and exploration company which is currently producing about 35,000 troy ounces of gold a year.

Subject to shareholders of both companies giving approval, Europa will own 34.4 per cent of Burmine, which is quoted on the Australian stock exchange.

Additionally, Europa will

sub-underwrite a three-for-five rights issue of Burmine shares at £1.65 each to raise about £39.96m net for the Australian company. The rights issue is being underwritten by Rothschild Australian Securities and Swiss Partners. Rothschild Australia advised Europa on all Australian aspects of the proposed deal.

Mr David Hood, Europa chairman, said the significant holding in a quoted Australian gold producer would provide "an ideal opportunity for further growth."

### Grampian Holdings pays £5m for James Pringle

By Jane Fuller

GRAMPIAN Holdings, the Glasgow-based group which has interests ranging from sports equipment to animal pharmaceuticals, is buying James Pringle, a family-owned retailer of Scottish woolens.

About a tenth of the £5m purchase price is being paid in cash and the rest is in 2.75m new shares, issued at 16p, representing 4.8 per cent of the enlarged share capital. Grampian's share price closed up 3p yesterday at 16p.

James Pringle, which has four mill shops in Scotland and Wales (including one at the Llanfairpwllgwyngyllgogerychwyrndrobwllllantysiliogogogoch railway station in Anglesey) and a weaving operation in Inverness, made a pre-tax profit of £270,000 on turnover of £7.3m in the 12 months to October 31. Net assets were £2.74m.

It will be combined with Grampian's existing retailing division, which concentrates on mill and tourist shops and

had sales of £7.8m in the first half of the year.

Mr David McGibbon, finance director, said the acquisition's underlying annual profit was about £200,000 and there would be scope for improving margins through its combination with Pitlochry and Moffat Woollens.

Overall, Grampian's interim figures included a taxable profit of £3.72m on turnover of £57.24m. Retailing was said to have experienced some difficulties through the squeeze on consumer spending. The number of outlets was being reduced from 66 to 50, mainly through the disposal of high street shops in southern England.

TOP FINANCIAL (BERMUDA) LTD  
US\$1,500,000,000  
Floating Rate Notes due 1999  
Notice is hereby given that for the interest period from 21st December, 1989 to 21st June, 1990 the Notes will carry an interest rate of 0.475% per annum.

CHEMICAL BANK  
Agent Bank

CIVAS INTERNATIONAL LIMITED  
SERIES CIVAS 17  
U.S.\$500,000,000  
Secured Floating Rate Notes due 1999  
Interest Rate 8.79265% p.a. Interest Period December 21, 1989 to March 21, 1990. Interest Payable per US\$100,000  
Amount US\$100,000  
Depository 21 December, 1989, London  
By Citibank, N.A. (CIBS Dept.), Agent Bank

Fleet Financial Group  
U.S.\$100,000,000 Floating Rate Subordinated  
Capital Due 1998  
For the three months 21st December 1989 to  
21st March 1990 the Notes will carry an  
interest rate of 8.525% per annum and coupon  
amount of U.S. \$21.86 per U.S. \$1,000 note.  
Listed on the Luxembourg Stock Exchange  
Agent Bank

### Quaker Oats buys Kiddicraft from Hestair

By John Riddings

HESTAIR, the personnel services and consumer products group which last week agreed a £152m bid from BFT, the business services company, has sold its Kiddicraft toymaking subsidiary for £13m.

The disposal to Quaker Oats, the Chicago food and toy group which already owns Fisher Price, is part of Hestair's strategy of focusing on its core personnel services businesses. It coincides with the sale of Corgi, the manufacturer of die cast model cars to Mattel, another US company, and marks a further step in the sale of UK toy companies to overseas buyers.

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Kiddicraft's toys are principally aimed at the pre-school and nursery end of the market.

Mr David Hargreaves, Hestair's chairman, said that the acquisition by Quaker Oats would be good for Kiddicraft, whose sales had traditionally concentrated at the upper end of the US market in line with other imported toys.

He said that Hestair had bought Kiddicraft in 1976 as an ailing nursery products business with only £400,000 of branded sales. Since then it has climbed to sales of £11.4m and pre-tax profits of £1.6m, up 20 per cent for the year to end-January. At that date, net assets stood at £1.6m.

Hestair's involvement in consumer products has been at the centre of a bid battle with Adia, the Swiss employment services group, which in November launched a £167m hostile bid for the UK group. Hestair said that its decision to dispose of non-core businesses pre-dates Adia's bid.

In addition to the £18m cash, Quaker is also repaying group loans and assuming bank borrowings totalling £3m arising from increased working capital requirements.

### Clarification

#### AES Electrical

We have been asked to make clear that Accessories Electrical Supplies (Wholesale) Limited has no connection with AES Electrical Wholesale Limited, referred to in an article on December 1.

DIVIDENDS ANNOUNCED					
	Current payment	Date of payment	Corres- ponding dividend	Total for year	Total last year
Baileys	int 0.5	-	0.5	-	24
Brinjalware	int 1.4	Feb 23	1	1.3	1.3
Electronic Data	fin 1.15	-	1.725	2.85	2.75
Fisons	fin 2.2	-	2.2	-	43
Hughes Food 8	int 0.25	Feb 19	0.25	-	1.5
London Wall 55	fin 5	Jan 19	4	8	4
Starling Indo	int 1.35	-	1.1	-	4
Yorkshire Radios	fin 3	-	3	-	-

Dividends shown pence per share net except where otherwise stated. Equivalent after allowing for scrip issue. On capital increased by rights and/or acquisition issues. USM stock. \$S Unquoted stock. #Third market.

### Eagle Star buys 24% stake in AA Insurance

By Patrick Cockburn

EAGLE STAR, the UK composite insurance subsidiary of BAV Industries, has bought a 24 per cent stake in AA Insurance Services with the aim of selling £10,000 policies through AA branch offices within the next year.

Eagle Star did not disclose the price paid for the company - the insurance and financial services arm of the Automobile Association. It said that the joint venture would enable it to sell life and investment products to the AA's seven million members and insurance customers.

AA Insurance Services, the leading UK personal lines broker with 1.5m motor and 500,000 household policies, became a tied agent of Eagle Star in October. It said the Financial Services Act had made it difficult to produce life products suitable for AA customers.

Eagle Star said yesterday that the AA would continue to act as an independent intermediary for non-life products such as motor and household insurance. Mr Roy Hinske, managing director of AA Insurance Services, said yesterday: "We are committed as ever to our 20 strong panel of motor insurers."

Over the past 12 months Eagle Star has already appointed more than 200 representatives for life and investment business. In common with other companies selling life insurance Eagle Star has been extremely keen to expand and gain control of its distribution network.

Eagle Star said yesterday that the AA would continue to act as an independent intermediary for non-life products such as motor and household insurance. Mr Roy Hinske, managing director of AA Insurance Services, said yesterday: "We are committed as ever to our 20 strong panel of motor insurers."

### Sun Alliance cooperation agreement with Taisho

SUN ALLIANCE, the largest UK composite insurance company, has signed a cooperation agreement with Taisho Marine & Fire Insurance Company of Japan under which it will help service Taisho's clients in the UK, writes Patrick Cockburn.

In return, Taisho, the third largest Japanese non-life company, will assist Sun Alliance in developing its business with Japanese companies.

Taisho currently has one office in London but with increasing Japanese investment in Europe wants to provide a better service for its Japanese clients. It does not want to expand into the domestic market. It may, however, cooperate with Sun Alliance in other overseas markets.

Sun Alliance already does a small amount of business in Japan through the British Insurance Group which has some 50m (£12.6m) in premiums from insuring UK companies there. Sun Alliance said the only way it could expand its business in Japan, the world's largest insurance market after the US, was with the active cooperation of a Japanese insurance company.

YORK TRUST rules out a full bid for ICH

By Ray Bashford

YORK TRUST, a USM-quoted financial services group, yesterday virtually ruled out the possibility of a full bid for International City Holdings, the foreign exchange and money broker.

Early last month the companies announced that they were in discussions which might lead to a offer being made by

YORK. This followed the acquisition by York Trust of a 26.8 per cent stake in ICH in the face of a potential rival offer from Domexcon, a newly formed company owned by two individuals with backgrounds in money broking.

However, the companies have failed to reach agreement on the terms and bid discussions have been terminated.

Directors said that despite the failure of the bid they are convinced of the "commercial logic of a merger" and contact is continuing.

Although the board of York now considers it unlikely that York will proceed with an offer for ICH, the boards of ICH and York remain convinced of the commercial logic of merging the two groups and they are continuing their discussions with a view to achieving a merger of their respective operations under a new holding company, directors said.

This advertisement is issued in compliance with the requirements of the Council of The Stock Exchange.

## UK COMPANY NEWS

# Yorkshire Radio exceeds float forecast with £1.46m

By John Riddings

**YORKSHIRE RADIO** Network, the commercial radio company which joined the USM in August, has exceeded forecasts made at the time of its flotation by announcing pre-tax profits of £1.46m for the year to the end of September, a sharp increase from the £883,000 achieved in the previous period.

Turnover rose from £4.1m to £6.37m and earnings per share climbed from 8.12p to 12.8p, higher than the forecast 10.6p. There is a final dividend of 3p.

Mr Michael Mallett, chairman, said: "The future of radio is exciting, both nationally and within our own territory. The steady growth in revenue is inevitably slackening some with the squeeze on retail sales tightened, but opportunities abound."

Yorkshire is following a dif-



heads have been cut significantly and there have been 51 redundancies in the 270 strong workforce.

The group's UK broadcasting activities, which comprise the bulk of profits, were substantially reorganized during the year. Three FM services were launched and Classic Gold, a new service, was launched across Yorkshire and Humberside.

Total listening hours increased from 10.48m to 12.8m.

Mr Mallett said that the group was continuing to look at the opportunities that would arise from the deregulation of broadcasting proposed in current legislation. He said "a key factor will be the limitation imposed on common ownership" and that it was vital for the industry to be allowed to develop naturally.

## Colonnade plan under attack

By Andrew Bolger

**STRATEGEM GROUP**, the investment company, is opposing a plan by directors of Colonnade Development Capital to reorganise the company.

Strategem, which owns 4.5 per cent of Colonnade's ordinary shares, said it was reviewing the options open to it, including the possibility of making an offer for Colonnade at a less than 14p per share in order to effect a liquidation of the company. Colonnade's share price at 14p, up 5p.

Colonnade's directors said last week that the share price had fallen to a 38 per cent discount on net asset value and that British and Commonwealth Holdings, the ultimate parent company of B and C Development Capital, Colonnade's 'investment manager', might shortly no longer be in a

position to provide continuity of investment management services.

Accordingly, Colonnade was offering the management team at BCDC the opportunity of joining the company on a full-time basis; those executives would acquire the 8.7 per cent stake in Colonnade held by British and Commonwealth Ventures Investment and be granted performance-related options to subscribe for shares in Colonnade.

Strategem said yesterday that it believed Colonnade's proposals for a management reorganisation, rather than a liquidation of the company, "are very definitely in the interests of British and Commonwealth Holdings, the ultimate parent company of B and C Development Capital, Colonnade's 'investment manager', might shortly no longer be in a

Colonnade but not at all in the interests of the general body of shareholders of Colonnade."

Strategem said it would make a further announcement about its intentions before the close of business on Friday. In the meantime, it urged Colonnade shareholders not to support the proposed reorganisation, which will be put to an extraordinary meeting on December 29. Colonnade, which is being advised by James Capel, said it continued to believe that the proposed reorganisation was in the best long-term interests of shareholders.

It regarded Strategem's announcement as opportunistic and said it would communicate again with shareholders when Strategem's intentions were known.

## S.F.E. INTERNATIONAL N.V.

U.S. \$75,000,000

Guaranteed Floating Rate Notes Due 1991

Guaranteed by

Société Financière Européenne

S.F.E. Luxembourg

In accordance with the provisions of the Notes, notice is hereby given that the rate of interest for the six months 21st December, 1989 to 21st June, 1990 has been fixed at 8% per cent per annum and that the coupon amount payable on Note No. 12 on 21st June, 1990 will be U.S.\$436.04 per Note of U.S.\$10,000 and U.S.\$10,901.04 per Note of U.S.\$250,000.

The Sumitomo Bank, Limited  
(Interest Determination Agent)

## MITSUBISHI ELECTRIC CORPORATION

European Depository Receipts  
issued by  
Morgan Guaranty Trust  
Company of New York

A distribution of 5,312 per depositary share less any applicable taxes will be made on and after December 29, 1989 to the holders of record on December 28, 1989 at 10:00 a.m. (New York time) at any of the following offices:

MORGAN GUARANTY TRUST COMPANY OF NEW YORK  
- 30 West Broadway  
- 10th Floor, New York  
- Brussels, 35 Avenue des Arts  
- Paris, 14 Place Vendôme  
- Frankfurt, 44 Mainzer Landstrasse

CREDIT INDUSTRIEL D'ALSACE  
ET DE L'EST  
Bld de la Paix  
Case 101, Luxembourg

Not less than:  
\$ 2,650 (after deduction of 15% Japanese withholding tax)  
\$ 2,49 (after deduction of 30% Japanese withholding tax)

Holder who wish to and are entitled to receive payment of the dividend less deduction of 15% Japanese withholding tax must provide the Depository with a declaration of residence by June 15th, 1990.

For further information, please contact:

THE SUMITOMO BANK, LIMITED  
10th Floor, 30 West Broadway  
New York, NY 10006

Telephone: (212) 432-1000

Telex: 234-2222

Fax: (212) 432-1000

Telex: 234-2222

Security Pacific Merchant Bank is the business name of Security Pacific National Bank. Security Pacific National Bank and Housie Covett Corporate Finance Limited are members of TUSA.

**A\$158,000,000**

Term portfolio restructuring

**The Electricity  
Commission of  
New South Wales**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Australia Limited.  
February 1989

**\$136,000,000**

Non-recourse structured financing

**One Ready Corporation**

In connection with its acquisition by  
an entity which will be affiliated with  
Security Pacific Merchant Bank.

**Security  
Pacific  
THE  
SENIOR  
GROUP**

Security Pacific is pleased to announce its  
appointment as Master Custodian and  
Securities Lending Agent for:

**OKLAHOMA POLICE  
PENSION AND  
RETIREMENT SYSTEM**

**C\$598,000,000**

Acquisition of Solair Communications Inc.

**Maclean Hunter Limited**

The undesignated undated and  
underwritten this transaction.  
Bairns Fly Limited.  
October 1989

**\$45,000,000**

Term loan

**\$40,000,000**

Working capital facility

**Kash n' Karry**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank.  
September 1989

**\$92,000,000**

Interim construction term credit facility  
and amortizing interest rate swap

**Western Electrochemical  
Company (WECCO)**

An American Pacific Corporation company

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Bank Washington  
January 1989

**\$280,000,000**

Currency and dollar interest rate swaps

**The Dow Chemical  
Company**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
February 1989

**\$200,000,000**

Term loan and revolving credit facility

For the acquisition of  
**AnnTaylor, Inc.**

by Merrill Lynch Capital Partners, Inc.  
its affiliates and AnnTaylor management.

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
February 1989

**\$45,000,000**

Senior Notes Due 2005

**STANDARD PACIFIC, L.P.**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
September 1989

**\$125,000,000**

Revolving credit facility

**Blockbuster  
Entertainment  
Corporation**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
September 1989

**\$721,455,000**

Washington Public Power Supply System refunding

**Bonneville Power  
Administration**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
January 1989

**\$24,000,000**

Asset-backed securities

**Market Finance Company  
1989 Grantor Trust**

Market Finance Company  
its subsidiaries

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
January 1989

**Security  
Pacific  
THE  
SENIOR  
GROUP**

Security Pacific wishes to express appreciation  
to some of our recent public fund clients for their  
trust and support.

**Sierra Ranch Water District  
Public Employees Retirement  
System of Nevada  
University of California Regents  
San Luis Obispo County**

**\$750,000,000**

Revolving credit facility

**Pacific Gas  
& Electric Company**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
August 1989

**\$87,000,000**

Commercial construction mortgage loans

**Security Pacific Commercial  
Mortgage Trust VII**

The undesignated arranged and  
underwritten this transaction.  
Security Pacific Merchant Bank  
September 1989

**\$43,625,000**

Project financing

**Index Energy Services  
of Oswego, Inc.**

A 500 megawatt natural gas-fired  
generation facility located in  
Oswego, New York.

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$3,600,000,000**

Acquisition facility

**The Harlin Group**

Its entities including the  
above offices

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$280,000,000**

Sale of FERC Order 500 accounts receivable

**Panhandle Eastern  
Pipe Line Company**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$250,000,000**

Term loan and revolving credit facility

**Seagate  
Technology, Inc.**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$70,000,000**

Stopgap dollar investment

**Beaufort/Sentosa**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$16,000,000**

Accrued conditions

**Merchants Finance  
Company**

a subsidiary

**Nash Finch Company**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$300,000,000**

Revolving credit facility

**THE HOME  
DEPOT**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$150,000,000**

Working capital facility

**ONEOK Inc.**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$60,000,000**

Fleet Mortgage Bonds Issue 1989 A

Class A-1 Due July 1, 1995

Class A-2 Due January 1, 1995

**Motel 6 Operating LP**

**Motel 6, L.P.**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

**\$146,000,000**

Project financing

**North Branch Power  
Plant Project**

The undesignated provided financial  
advice, underwrote the construction  
and term financing, and provided  
working capital for the transaction.  
Security Pacific Merchant Bank  
January 1989

الاحتياط

**C\$22,800,000**

Canadian dollar project financing

**Brock West Power Project**

A 20 megawatt gas-fired power facility located near Timmins, Canada

The underlined amount is the amount of the transaction

Security Pacific Bank Canada

Offered by Security Pacific Merchant Bank

**A\$51,150,000**

Currency swap hedging structure

**TNT Finance Limited**

The underlined amount is the amount of the transaction

Security Pacific Merchant Bank

**C\$2,099,700,000**

Acquisition of Falconbridge Limited

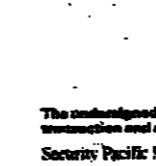
**Noranda Inc.**

and

Trelleborg AB

**\$65,000,000**

Revolving credit facility

**DELL**  
COMPUTER  
CORPORATION**A\$100,000,000**

Australian dollar term loan

**BTR Nylex Limited****\$250,000,000**

Dollar interest rate swaps

**Xerox Corporation**  
**Xerox Credit Corporation**

The underlined amount is the amount of the transaction

Security Pacific Merchant Bank

**£384,000,000**

Acquisition of Norman Cox Plc

**Bowater Industries Plc**

The underlined amount is the amount of the transaction

Security Pacific Merchant Bank

**\$145,000,000**

Currency and interest rate swaps, collars and swaps buyout

**Avery International**

The underlined amount is the amount of the transaction

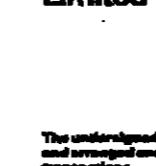
Security Pacific Merchant Bank

**\$1,320,000,000**

Dollar interest rate swaps, caps and swaps buyout

**News America Publishing Incorporated**

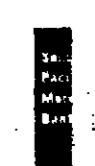
Guaranteed by

**The News Corporation Limited****\$300,000,000**

Acquisition and revolving credit facility

**CONSOLIDATED FREIGHTWAYS, INC.**

in conjunction with its acquisition of Emery Air Freight Corp.

**£278,000,000**

Acquisition of Africorp Securities

**British Aerospace**

The underlined amount is the amount of the transaction

Security Pacific Merchant Bank

**£129,900,000**

Acquisition and working capital facility

**£20,000,000**

Senior syndicated term debt

**Marshalls Finance Limited**

The underlined amount is the amount of the transaction

Security Pacific Merchant Bank

**\$432,500,000**

Revolving facility

**Whittaker**

The underlined amount is the amount of the transaction

Security Pacific Merchant Bank

**\$300,000,000**

Aircraft financing facility

**Electra Aviation Limited****Rowntree Inc.**

Formerly

Original Coddle Co., Hot Stone Co. Inc., and

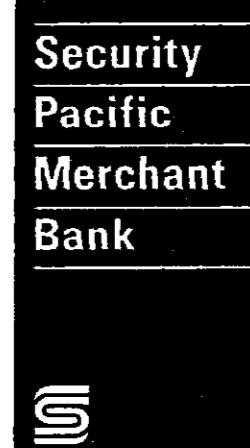
Gourmet Candles Inc.

to

**Midia S.A.**

## WE CAN ONLY BEGIN TO EXPRESS OUR THANKS.

1989 has been an exciting year. But we certainly couldn't have done it alone. After all, our success is only realized by your success.

**Security Pacific**

THE SERVICE GROUP

Security Pacific International announces

its participation in the

STATE OF WYOMING

The underlined amount is the amount of the transaction

Security Pacific Merchant Bank

**\$100,000,000**

US dollar interest rate swap

**ECU100,000,000**

ECU currency swap

**Exon Capital Corporation**

Guaranteed by Exxon Corporation

**\$84,000,000**

Project financing

**Craven County**

Wood Energy Limited Partnership

A 40 megawatt wood waste-fired

small power facility in New Bern,

North Carolina

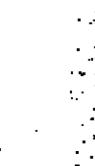
The underlined amount is the amount of the transaction

**M\$167,000,000**

Malaysian Ringgit letter of credit/loan facility

**Malaysian Plantations Bhd.****C\$2,558,300,000**

Acquisition of Consolidated Bathurst Inc.

**Stone Container Inc.**

IT TAKES AN EDGE

ACCEPTANCE FORMS MUST BE LODGED AT THE BANK OF ENGLAND, NEW ISSUES, NEW CHANGE, LONDON, EC4M 9AA NOT LATER THAN 12.30 P.M. ON WEDNESDAY, 17TH JANUARY 1990, OR AT ANY OF THE BRANCHES OR AGENCIES OF THE BANK OF ENGLAND NOT LATER THAN 3.30 P.M. ON TUESDAY, 16TH JANUARY 1990.

**OFFER OF CONVERSION TO HOLDERS OF  
12 per cent EXCHEQUER STOCK, 1999-2002  
TO CONVERT INTO 12 per cent EXCHEQUER STOCK, 1998**

*Application will be made to the Council of The International Stock Exchange for 12 per cent Exchequer Stock, 1998 issued as a result of this conversion to be admitted to the Official List.*

1. THE GOVERNOR AND COMPANY OF THE BANK OF ENGLAND are authorised to invite holders of 12 per cent Exchequer Stock, 1999-2002 to convert all or part of their holdings into 12 per cent Exchequer Stock, 1998 on 22nd January 1990 at the rate of £99.90 nominal of 12 per cent Exchequer Stock, 1998 per £100 nominal of 12 per cent Exchequer Stock, 1999-2002.

2. Holders who do not wish to convert any part of their holding should do nothing.

3. Registered holders of 12 per cent Exchequer Stock, 1999-2002 at the close of business on 20th December 1989 who exercise the option to convert on 22nd January 1990 will receive the interest payment due on 22nd January 1990. Interest at the rate of £3.795 per £100 nominal of 12 per cent Exchequer Stock, 1998 will be paid as on 20th May 1990 in respect of Stock issued as a result of the conversion.

4. Conversion will be into registered stock of 12 per cent Exchequer Stock, 1998 which, subject to the provisions contained in this notice, will rank equally in all respects with Stock already issued and will be subject to the provisions of the prospectus dated 21st April 1978. Holdings of 12 per cent Exchequer Stock, 1999-2002 in respect of which the conversion option is exercised will be surrendered free from all liens, charges and encumbrances and with all the rights now or hereafter attaching to them except the right to receive the interest payment due on 22nd January 1990.

**Method of acceptance**

5. Copies of this notice and acceptance forms for completion are being sent by post to holders of 12 per cent Exchequer Stock, 1999-2002. In the case of joint accounts, the forms are being sent to the first of the holders whose registered address is in the United Kingdom or, if none has such an address, to the first-named holder. Holders who wish to convert all or part of their holdings should complete the acceptance form. Stock resulting from this conversion may be added to existing holdings of 12 per cent Exchequer Stock, 1998.

6. Completed acceptance forms with stock certificates must be lodged at the Bank of England, New Issues, New Change, London, EC4M 9AA not later than 12.30 P.M. ON WEDNESDAY, 17TH JANUARY 1990, or at any of the Branches or Agencies of the Bank of England not later than 3.30 P.M. ON TUESDAY, 16TH JANUARY 1990. The Bank of England will acknowledge receipt of acceptance forms.

7. In the case of stockholders who are members of the Central Gilt Office (CGO) Service, completed acceptance forms must be lodged at the Bank of England, Central Gilt Office, 1 Bank Buildings, Princes Street, London, EC2R 8EU not later than 12.30 P.M. ON WEDNESDAY, 17TH JANUARY 1990.

8. If a holder wishes to convert but cannot obtain an essential signature or document by 17th January 1990, the acceptance form, completed so far as possible, should be lodged in accordance with paragraph 6 or 7 above, accompanied by a letter from a bank, solicitor or other professional adviser giving the reason for the acceptance being incomplete and undertaking to put it in order as soon as possible; it may then be possible to give effect to the acceptance. If there is insufficient time for the acceptance form to be lodged before the close of the offer, the holder may notify acceptance by facsimile (fax numbers 01-601-3298 or 01-601-5432) quoting full particulars to identify the account and specifying the amount of 12 per cent Exchequer Stock, 1999-2002 to be converted; this should be followed without delay by a completed acceptance form and the certificates.

**Arrangements for conversion**

9. Up to and including 19th January 1990 holdings in respect of which the conversion option has been exercised will be described on the register as 12 per cent Exchequer Stock, 1999-2002 "Assented"; and from 22nd January 1990 until 19th April 1990 new holdings of 12 per cent Exchequer Stock, 1998 issued on conversion will be described on the register as 12 per cent Exchequer Stock, 1998 "B". Certificates for the new holdings of 12 per cent Exchequer Stock, 1998 "B" will be issued as soon as possible after 22nd January 1990.

10. Up to and including 17th January 1990, CGO account balances in respect of which the conversion option has been exercised will be described as 12 per cent Exchequer Stock, 1999-2002 "Assented"; and from 18th January 1990 until 17th April 1990 balances in respect of 12 per cent Exchequer Stock, 1998 issued on conversion will be described as 12 per cent Exchequer Stock, 1998 "B".

11. Transfers of 12 per cent Exchequer Stock, 1999-2002 for which stock transfer forms are lodged for registration up to 12.30 p.m. on 17th January 1990 will carry the option to convert into 12 per cent Exchequer Stock, 1998 on 22nd January 1990. Stock transfer forms will be accepted for certification in respect of 12 per cent Exchequer

Stock, 1999-2002 until normal deadlines for certification on 17th January 1990 but they will not carry the option to convert unless they are lodged for registration by 12.30 p.m. that day.

12. Stock transfer forms will be accepted for certification in respect of 12 per cent Exchequer Stock, 1999-2002 "Assented" until normal deadlines for certification on 17th January 1990 but they must be lodged by the normal deadlines on that day if registration of the stock form is desired. Stock transfer forms in respect of 12 per cent Exchequer Stock, 1999-2002 "Assented" lodged for certification on 18th and 19th January 1990 will be certified in that form; on the lodging of such transfers for registration the transferees will be registered as holders of the appropriate amounts of 12 per cent Exchequer Stock, 1998 "B". Transfers of 12 per cent Exchequer Stock, 1999-2002 "Assented" lodged for registration or certification should be accompanied by the Bank of England's acknowledgement of the receipt of the acceptance form or, if the acknowledgement has been lodged with an earlier transfer of the Stock, by the receipt issued for that transfer.

13. The interest due on 20th May 1990 will be paid separately on holdings of the existing 12 per cent Exchequer Stock, 1998 and on holdings of 12 per cent Exchequer Stock, 1998 "B" at the close of business on 19th April 1990; consequently, interest mandates, authorities for income tax exemption and other notifications recorded in respect of existing holdings of 12 per cent Exchequer Stock, 1998 will not be applied to the payment of interest due on 20th May 1990.

14. Where the conversion option has been exercised, any instructions for the payment of interest registered in respect of a holding of 12 per cent Exchequer Stock, 1999-2002 will be applied to the new holding of 12 per cent Exchequer Stock, 1998 "B". Similarly, where instructions have been given by the Inland Revenue authorities for interest on the holding of 12 per cent Exchequer Stock, 1999-2002 to be paid without deduction of income tax, the instructions will be applied to the new holding of 12 per cent Exchequer Stock, 1998 "B".

15. Transfers of 12 per cent Exchequer Stock, 1998 "B" may be lodged at the Bank of England for registration in that form up to 17th April 1990. After that date, for purposes of certification, the "B" stock will not be distinguished from the existing 12 per cent Exchequer Stock, 1998. From the opening of business on 20th April 1990, the "B" stock will be amalgamated on the register with 12 per cent Exchequer Stock, 1998. CGO account balances will have been amalgamated from the opening of business on 18th April 1990.

16. Her Majesty's Treasury have directed that Section 471 of the Income and Corporation Taxes Act, 1988 (which relates to the treatment for taxation purposes of financial concerns whose business consists wholly or partly in dealing in securities) shall apply to exchanges of securities arising from this offer.

**Particulars of the issue of 12 per cent Exchequer Stock, 1998**

17. The prospectus for 12 per cent Exchequer Stock, 1998 dated 21st April 1988 included the following provisions:-

- (i) The Stock is an investment falling within Part II of the First Schedule to the Trustee Investments Act 1981. The principal of and interest on the Stock is a charge on the National Loans Fund, with recourse to the Consolidated Fund of the United Kingdom.
- (ii) The Stock will be repaid at par on 20th November 1998.
- (iii) Interest is payable half-yearly on 20th May and 20th November. Income tax is deducted from payments of more than £5 per annum. Interest warrants will be transmitted by post.
- (iv) The Stock is registered at the Bank of England or at the Bank of Ireland, Belfast, and is transferable, in multiples of one penny, by instrument in writing in accordance with the Stock Transfer Act 1963. Transfers are free of stamp duty.

Stock registered at the Bank of England held for the account of members of the CGO Service is also transferable, in multiples of one penny, by exempt transfer in accordance with the Stock Transfer Act 1982 and the relevant secondary legislation.

18. Additional copies of this notice, the particulars of 12 per cent Exchequer Stock, 1998 and forms for the acceptance of the conversion offer may be obtained at the New Issues Counter of the Bank of England, New Change, London, EC4M 9AA; at the Central Gilt Office, Bank of England, 1 Bank Buildings, Princes Street, London, EC2R 8EU or at any of the Branches or Agencies of the Bank of England; at the Bank of Ireland, Moyne Buildings, 1st Floor, 20 Callender Street, Belfast, BT7 5BN; or at any office of The International Stock Exchange in the United Kingdom.

19. Members of the Central Gilt Office Service may obtain further guidance about the arrangements set out above in relation to their accounts by contacting the Central Gilt Office, Bank of England.

**STOCKHOLDERS UNCERTAIN AS TO THE BEST COURSE TO FOLLOW SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

**Government statement**  
Attention is drawn to the statement issued by Her Majesty's Treasury on 29th May 1988 which explained that, in the interest of the orderly conduct of fiscal policy, neither Her Majesty's Government nor the Bank of England or their respective servants or agents undertake to disclose tax changes decided on but not yet announced, even where they may specifically affect the terms on which, or the conditions under which, the further amount of 12 per cent Exchequer Stock, 1998 is issued or sold by or on behalf of the Government or the Bank; that no responsibility can therefore be accepted for any omission to make such disclosure; and that such omission shall neither render any transaction liable to be set aside nor give rise to any claim for compensation.

10. Up to and including 17th January 1990, CGO account balances in respect of which the conversion option has been exercised will be described as 12 per cent Exchequer Stock, 1999-2002 "Assented"; and from 18th January 1990 until 17th April 1990 balances in respect of 12 per cent Exchequer Stock, 1998 issued on conversion will be described as 12 per cent Exchequer Stock, 1998 "B".

11. Transfers of 12 per cent Exchequer Stock, 1999-2002 for which stock transfer forms are lodged for registration up to 12.30 p.m. on 17th January 1990 will carry the option to convert into 12 per cent Exchequer Stock, 1998 on 22nd January 1990. Stock transfer forms will be accepted for certification in respect of 12 per cent Exchequer

BANK OF ENGLAND  
LONDON  
20th December 1989

This announcement appears as a matter of record only.

DECEMBER 1989

NEW ISSUE

TD THE TORONTO-DOMINION BANK

(a Canadian chartered bank)

This announcement appears as a matter of record only.

DECEMBER 1989

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DECEMBER 1989

NEW ISSUE

## ROUGH TRADE

## GROUP

We are the largest and fastest growing independent record and distribution group in the UK with subsidiaries in USA, Germany and Benelux. We expect our turnover to increase during the current year from £30m to £40m. We are currently seeking high calibre qualified accountants for two key roles in London.

FINANCIAL CONTROLLER  
RECORD COMPANY

salary £25,000 - £30,000

To ensure financial control within this highly unusual and dynamic company will require determination and tact. This will be rewarded with the satisfaction of guiding future top ten acts from obscurity to stardom. You will report to the Board. Some international travel will be involved.

ASSISTANT FINANCIAL CONTROLLER  
DISTRIBUTION COMPANY

salary £20,000 - £25,000

Responsible for the day-to-day control of the finance function and the production of management information. You will have strong communication skills and previous hands on experience in a large and busy accounts department. We are currently installing a new super mini computer system so the challenges leading to personal job satisfaction and progression are enormous.

Candidates who would like to be personally involved in our exciting future should submit detailed CVs with salary progression to:

Brian Maynard  
Rough Trade Ltd  
61 Collier Street  
London N1 5EE

## NEW TOP EXECUTIVE JOBS

## IS YOUR COMPANY A TARGET?

Since 1980 we have helped many companies appoint senior financial or financial appointments. We are currently seeking new general managers for a confidential meeting which is not to be missed. For more information, enquire about our Executive Search Service.

Connaught Mainland

22 Suffolk Street, Birmingham B1 1LS 021-643 2524

Head of  
Transactional/Payment Services

## Paris

One of the more profitable major US Banks is currently looking for an experienced professional to lead their Transactional Services Team in Paris. Specialising in integrated systems for treasury operations, the team is one of the most sophisticated in the world.

Aged 30-40 you'll need a proven knowledge of the financial sector and a clear understanding of treasury systems. A good negotiator, with the ability to develop

an in-house consulting function, you must, of course, be fluent in both French and English.

To find out more about this stimulating position, please contact Yves Boissonnat in Paris on (1) 42. 89. 30. 03 or write to him, enclosing a full CV, at

Michael Page France,  
10 rue Jean Goujon 75008 PARIS,  
France. (quoting ref. YB 5096 FT).



Michael Page International  
International Recruitment Consultants  
London Amsterdam Brussels Antwerp Paris Lyon Sydney Melbourne

## COOPER ENERGY SERVICES - U.K.

Cooper Energy Services - U.K. is an established and highly successful subsidiary of a diverse major U.S. Corporation. From our Merseyside operation we enjoy a leading role in the design, manufacture and support of complex capital equipment for the oil, gas, petrochemical and power generation markets throughout the World.

Our success demands quality people to support our quality product and continued demand creates several opportunities for dedicated, hardworking professionals who enjoy total involvement coupled with challenge and opportunity.

Two outstanding opportunities are available in the U.K. Finance Area.

Only dynamic, hardworking qualified professionals seeking not only a new but a continuing challenge need apply. These high visibility positions report directly to the U.K. based Financial Controller and communicate regularly with Divisional and Corporate Finance Areas in the U.S.A. Salary commensurate on with experience.

## MANAGER GENERAL ACCOUNTING

Responsibilities include management of foreign exchange exposure, maintenance and control of general ledger, unit revenue recognition, sales analysis, accounts payable and payroll. M/S A ledger and Lotus 1-2-3 experience a plus. Specialised accounting areas include P.O.C. accounting as it relates to a job cost system in a highly engineered, complex product.

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## PUBLIC NOTICES

MONOPOLIES & MERGERS  
COMMISSION  
Competition Act 1980  
(Section 11)  
INQUIRY INTO CIVIL AVIATION  
AUTHORITY

The Secretary of State has asked the Commission to investigate the efficiency and costs of the Civil Aviation Authority and the effectiveness of its provision of navigation and air traffic control services with particular emphasis on the effectiveness of its management and planning systems in respect of its major new investment programme.

Anyone wishing to obtain a copy of the full terms of reference or to submit evidence should write to: The Secretary, Monopolies and Mergers Commission, New Court, 48 Carey Street, London WC2A 2JT. Any evidence should be submitted no later than 19 January 1990.

## ACCOUNTANCY COLUMN

## ASC puts goodwill on the balance sheets

By Christopher Nobes

THE SEASON of goodwill began early for the Accounting Standards Committee. By now it is well known that the ASC is on the point of issuing an exposure draft (ED) for an accounting standard in favour of capitalisation and amortisation of goodwill.

The decision is likely to be controversial. Present majority practice is to write off goodwill immediately against reserves, thus never charging it against profits. Many company chairmen and senior accountants are strongly against a change in rules that would lead to amortisation charges for goodwill, although such opposition is backed by only a small minority of the ASC.

## Is goodwill an asset?

The bottom line of the debate is the effect on reported earnings. At present there is no reduction in earnings because there are no goodwill amortisation charges. The logical starting point of the debate is to determine whether goodwill is an asset.

To simplify the argument, I will consider only goodwill arising in the group on acquisition of a subsidiary. This goodwill is calculated as the excess of the cost of the subsidiary over the fair value of its identifiable net assets.

The elements of goodwill are, therefore, not specifically identifiable but they have been paid for and they are expected to bring future benefits. The elements might include loyal customers, brand names (if not otherwise recorded), skilled management and monopoly position.

At its December meeting, the ASC decided unanimously that goodwill was in the nature of an asset and that it should be capitalised. Members differed only on what to do with the goodwill once it is on the balance sheet.

The decision to recognise goodwill as an asset will in itself address two serious difficulties. First, the present practice of goodwill write-offs has led to examples where a group shows smaller net assets than those of the parent contained within it or even where prosperous, large groups show negative net assets - i.e. an excess of liabilities over assets.

That applies particularly on acquisition of service companies where goodwill is large and this phenomenon is merely the most visible effect of writing off important assets immediately after they have been paid for.

Second, much of the pressure to capitalise brands results from an attempt to make the group more valuable by having written off goodwill. The brand controversy might not have arisen if we had better rules on goodwill.

## Does goodwill wear out?

The view of the ASC majority is that, like most other assets, the goodwill bought at the date of acquisition of a subsidiary does wear out: the customers die or change their tastes, the staff leave or retire, the monopoly position is eroded. There is general acceptance (and legal insistence) that internally generated goodwill should not be capitalised, so the fact that it might

replace worn out purchased goodwill is not relevant under our existing accounting system.

The argument that amortisation charges are double counting may be true, but is irrelevant.

If goodwill were out, the place to record a change for that is in the profit-and-loss account, where all the other depreciation charges go.

The useful life of goodwill is certainly hard to estimate, which is why the ED proposes guidelines for systematic amortisation.

Depreciation charges on nearly all assets are arbitrary, however: we use our best estimates.

It should also be said that the ASC has legal counsel's opinion that it would be illegal to leave goodwill unamortised or to assume an infinitely long useful life.

## Inter-company comparisons

Many users of accounts depend upon inter-company comparisons. With goodwill, a group would record all expenses in its profit-and-loss account, so with purchased growth it probably should also record an amortisation expense relating to its assets.

Anyway, a standard that requires capitalisation and amortisation of goodwill enables easy calculations of what the numbers would have shown if there had been immediate write-off - but that is not true in reverse. If there are doubts about which treatment gives better information, the ASC's proposals are better because they give more information.

Of course, international companies are becoming increasingly important. US practice and the preference of continental rule-makers is capitalisation and amortisation. The International Accounting Standards Committee is also currently seeking world standardisation on this basis: the UK had been the main stumbling block.

## The 'level playing field'

Many city directors have already begun to argue that goodwill amortisation will depress earnings and thus share prices. Research on whether visible accounting changes like that affect share prices has shown that they do not.

Financial analysts can easily adjust for goodwill charges, and analysts find the directors' concerns misguided. If the rules do change, investors would be well advised not to invest in expensive new initiatives designed to reduce goodwill charges, that would involve spending real money to reduce accounting charges that are depreciating money spent.

One particular worry concerns international competition. It is said, for example, that UK companies are presently at an advantage compared to US companies in conducting takeovers. That is because US directors know that they will have to account for the goodwill element of a purchase, which can be the majority of it. However, again, the analysts tell us that the goodwill treatment will make no difference to the companies' share

prices. So the worry is misplaced. Nevertheless, let us suppose that the analysis and the researchers are wrong: is it really to the advantage of UK shareholders that their directors can spend enormous sums on goodwill and not have to show the asset or the charge for its wearing out? Given the lack of long-run success of many megamergers and takeovers, it seems more likely that UK directors buy too many companies.

The present UK treatment may suit the ambitions of some directors but any effects are likely to be to the disadvantage of UK shareholders compared with US shareholders.

The ASC's proposal would then be levelling the playing field in our favour.

## Conclusions

There are plenty of things wrong with our present system of financial reporting and many of us would like to start again from scratch. There are certainly arguments against the ASC's proposed changes to goodwill accounting but, given the present accounting system, the changes are a move in the direction of a coherent treatment of assets.

They will also give better information, promote international harmonisation and may even restrain some directors from some unwise purchases.

Christopher Nobes is Deloitte Professor of Accounting at the University of Reading. He is a member of the Accounting Standards Committee and of its working party on goodwill.

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## COMPANY NOTICES

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COLLATERALIZED FLOATING RATE NOTES  
DUE DECEMBER 1996

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(EDRS) IN  
PIONEER ELECTRONIC  
CORPORATION

We are pleased to announce that copies of the 44th Semi-Annual Business Report for the six months ended 30th September 1989 and the European Corporate are now available to EDR Holders upon application to The Bank of Tokyo, Ltd., 20-04 Marquette, London, EC3R 7BB, The Bank of Tokyo (Luxembourg) S.A., Residencia St. Esprit, 10, rue du St. Esprit, 1475 Luxembourg.

Notice was given on 1st December, 1989 with respect to expected adjustments of the EDRs. The EDRs will be converted from the issue of 35,000,000 shares of common stock of the Bank by public offering on 1st December, 1990 (the "Shareholders' Meeting").

However, as a result of being price for the Share issue pursuant to the 2nd resolution of the Board of Directors of the Bank regarding the conversion of the EDRs on 1st December, 1989, at the levels set out below, no adjustments have been necessary to the conversion ratio. The conversion ratio for the Bonds remains at 1:1.31 per Share.

The details are as follows:

1) Share price per Share applicable to the Bonds is USD 1.31 per Share.

2) Current market price per Share to be compared: V1.31 per Share.

3) Conversion ratio for the Bonds before calculation of adjustment: V1.31 per Share.

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## CONTRACTS &amp; TENDERS

REPUBLIQUE DU ZAIRE  
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SOCIETE NATIONALE DE TRADING  
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1. OBJET.  
La Société Nationale de Trading "SONATRAD" met en Adjudication publique la fourniture des traverses en bois pour appareil de voie, destinée à l'Office National de Transport (ONATRA). Ce dernier a demandé à l'I.D.A. (INTERNATIONAL DEVELOPMENT ASSOCIATION) un crédit en vue de financer le 1er projet de réhabilitation du secteur des transports au Zaïre (volet) CREDIT "1180 ZR": les sommes accordées au titre de ce crédit seront utilisées notamment pour effectuer les paiements autorisés dans le cadre du marché pour lequel le présent appel d'offres est lancé.

## 2. DESCRIPTION DES FOURNITURES.

Le présent appel d'offres porte sur la fourniture CIF MATADI par les fournisseurs extérieurs et CIF KINSHASA par les fournisseurs internes, du matériel suivant:

## COMMODITIES AND AGRICULTURE

## Brussels aims for farm price freeze

By Tim Dickson in Brussels

THE EUROPEAN Community's policy of trying to direct more of its agricultural support towards small farmers was reflected yesterday when the 1990-91 price proposals were unveiled in Brussels.

The complex package - which would mean a broad freeze in support spending across the Community once agri-monetary changes are taken into account - places considerable emphasis on rural development for the first time by offering a series of measures for producers whose structures are weak.

Among the proposals, for example, is a new "buy-out" scheme designed to redistribute milk quotas to farmers in mountain and so-called less favoured areas, as well as a new direct aid scheme for sheepmeat producers in similar regions.

By far the bulk of the EC's farm resources will be in the past be spent on price guarantees - but the significance of yesterday's package is that the Commission is starting to put into effect the ideas set out last year in its policy paper on "The rural world." It is estimated that over the last year more than Ecu16.7 (730m) has been targeted at small farmers in the EC's less developed communities.

Mr Raymond MacSharry, the EC's Agriculture Commissioner, said yesterday that notwithstanding lower stocks for the major products "there can be no relaxation in the Community's efforts to keep the markets in balance." Further justifying what Brussels sees as a continuation of its tough approach, he pointed out that there had been a "substantial"

increase in farm incomes in 1989 of 7 per cent in real terms (against 1.2 per cent in 1988), though this had varied considerably from a level of 1.4 per cent in Ireland and Spain to a 35.9 per cent jump in Denmark where price controls have been good.

Farm incomes in the livestock sectors had improved in almost all member states and to a lesser extent from arable

aspects," the Commission is proposing to reduce the milk target price by 3.5 per cent, the arable price by 0.5 per cent and the present basic prices by 6 per cent. This will affect the calculation of export subsidies and import levies but according to a Commission official last night, "has no impact on market prices."

The Commission's agri-mon-

**Effect of the Proposals on Support Prices**

	In Ecu terms	In national currencies
Belgium	-1.3%	-1.5%
Denmark	-2.4%	-3.3%
West Germany	-1.5%	-2%
Greece	-1.1%	+7.8%
Ireland	-0.4%	-1.2%
France	-0.7%	+0.7%
Iceland	-0.4%	+0.7%
Italy	-1.3%	+0.1%
Luxembourg	-0.6%	-0.6%
The Netherlands	-1.9%	-1.9%
Portugal	+0.7%	+5.4%
UK	-0.8%	+4.1%

Source: European Commission

crops such as sugar-beet and oilseeds - but incomes from cereals, he admitted, "were once more under pressure."

Among the principal market sectors the Commission has proposed a price freeze for cereals (except hard wheat which goes down by 3.8 per cent), sugar, oilseeds, butter, skimmed milk powder, and beef.

Reflecting concern at the build up of stocks in each case, a package of measures on wine involving compulsory distillation, enrichment and planting rights will be presented before the end of 1990, while a general review of the tobacco sector and further proposals on the price improvement and intervention measures have been promised for next year.

With a view to "external

stability proposals, meanwhile, continue the process of removing monetary compensatory amounts, the system of border taxes and subsidies designed to iron out currency fluctuations and smooth distortions in trade.

It is proposed to remove the existing "monetary gaps" for most currencies within the European Monetary System, with West Germany's positive MCA for cereals a notable exception where the proposal is to reduce it by half to 0.7 per cent. For Spain and the UK the proposal is to dismantle one third of the gap existing at the time of the adoption of the prices package by the Council of Ministers, while for Greece the plan is to dismantle the gaps existing at the time of adoption by the rate of inflation.

Mr MacSharry emphasised that the bulk of the additional costs of the price package - Ecu432m in 1990, Ecu50m in 1991 - are associated with the "rural development elements." The proposals, it was stressed, "are well within the possibilities" of the Ecu26.52bn farm budget for 1990.

tion, minus 5 per cent.

Asked about the Commission's longer term plans to abandon the controversial "switchover" - the system which since 1984 has created a huge gap between the actual Ecu on the one hand and the green Ecu used to translate common prices into national currencies on the other - Mr MacSharry refused to expand. He said that Brussels would come forward with "appropriate proposals" next year but that these would not form part of the price negotiations.

The new proposals for small producers include:

- Aid for producers of arable crops, including oilseeds, with less than 20 hectares. The aid would be Ecu50 per hectare in less favoured areas, and Ecu30 per hectare elsewhere.

- Aid for producers of minor cereals like buckwheat, millet, and canary seed.

- The extension of the suckler cow premium to small producers with mixed herds.

- The buy-out scheme for milk quotas. The Commission is proposing that the EC pay Ecu36 per 100kg for milk produced outside the disadvantaged areas and that this would then be redistributed to producers inside these areas.

The budget ceiling was fixed at Ecu170m, which implies a maximum of 500,000 tonnes.

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## Brazilian court clears way for sugar sales

By John Barham in São Paulo

A RIO de Janeiro court has ordered Cacex, the Government's foreign trade department, to authorise the export of 98,000 tonnes of white sugar.

The exports are a key component in a complex reorganisation of Brazil's export commitments to the US and commodity traders. The court's decision seems to mark the beginning of the end of a tense diplomatic and bureaucratic tussle between Brasilia and Washington that has lasted almost two months.

Mr Haroldo Faria, an executive at the Rio de Janeiro office of Sucres et Denrees, a French commodity trader, said: "The new proposals for small producers include:

- Aid for producers of arable crops, including oilseeds, with less than 20 hectares. The aid would be Ecu50 per hectare in less favoured areas, and Ecu30 per hectare elsewhere.

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## Ending tax incentives has not cut forestry grant applications

By James Buxton, Scottish Correspondent

THE FORESTRY Commission is receiving applications for tree planting at a rate "as high as the year" as that prevailing before the Government abolished tax incentives for tree planting in the 1988 budget.

Sir Raymond Johnstone, chairman of the Forestry Commission, said that applications for the increased grants which had replaced the controversial tax incentives were being received at the rate of 3,000 hectares a month. Applications for nearly 50,000 ha of new planting had been received in the first 15 months of the new system.

But Sir Raymond, presenting the Forestry Commission's 1988-89 annual report, acknowledged that the changes in incentives for tree planting had raised serious questions over the likely level of new planting over the next few years.

Whereas private woodland owners planted an unprece-

not all applications may be approved, nor may all approvals be acted upon. Woodland owners have five years to plant after a grant is approved.

Mr Gwyn Francis, director of the Edinburgh-based organisation, spent out details of the planned sale to the private sector of further forestry Commission land, following an instruction in June from Mr Malcolm Rifkind, Scottish Secretary, to sell off 100,000 ha of its 515,000 ha of land by the year 2000.

Some 64,000 ha would be sold in Scotland, 22,000 ha in England and 13,000 ha in Wales. It was expected to raise about £150m for the Treasury. Since 1981 the commission sold 143,000 ha, raising £24m.

During 1988-89 the Forestry Commission harvested 3.6m cubic metres against 3.4m in the previous year. It earned £24.5m (£18.7m-£23.4m) from timber sales and grants in aid from the Government of £33.5m.

## Growers seek palm oil association

By Lim Siong Hoon in Kuala Lumpur

MALAYSIA'S PALM oil growers are stepping up pressure on their Government to form a producers' association with Indonesia, and Papua New Guinea. Weak prices have made it necessary, says the Malaysian Oil Palm Growers' Council.

While growers press their case, the Palm Oil Registration and Licensing Authority has been drawing flak at home and abroad for unsettling the market. Its report last month that there was 1m tonnes in oil stocks at the end of October triggered a 20 per cent fall in prices to below 600 ringgit (£138) a tonne.

End-November stocks were higher still, rising by 12 per cent to 1.14m tonnes, according to Portia.

Despite this apparent gloomy picture, which the growers' council says will last another

year (and Portia agrees), palm oil prices in the Kuala Lumpur market have actually been recovering.

January contracts are settling at around RM36, up by 10 per cent from the low levels early this month.

In reply to its critics, Portia says its statistics are not speculative but actual figures reported to it by local producers. The authority is a government body and reporting stocks to it is required by law.

Lately, London merchants joined local traders to accuse Portia of releasing unrealistic figures.

Malaysian growers were silent in the dispute. Instead they held talks with the Government to suggest the formation of an association of palm oil producing countries, along the lines of the tin producers' council.

## Rubber price fall defies fundamentals

By Lim Siong Hoon

THE INTERNATIONAL Natural Rubber Organisation, the missing player in the Kuala Lumpur rubber market, where prices have fallen 2 cents below its "may buy" intervention level of 185 Malaya/Singapore cents a kilogram.

The daily indicator price, a composite of three rubber grades traded in Kuala Lumpur, Singapore, London and New York, is lower still, at around 183 cents, but it has been firming this week.

The Kuala Lumpur market's January contract for RSS No. 1, the Malaysian benchmark grade, touched 223 Malaysian cents a kilogram last week but rallied to 225 cents early this week, the level for the past two days.

The weakness of the market is in defiance of statistics that world natural rubber consumption, according to the Malaysian Rubber Exchange and Licensing Board, is exceeding supply. Stocks have been made available through direct trade, the board said.

A typhoon in southern Thailand, where rubber trees were struck down, and the present monsoon season in Malaysia were expected to curtail production further, it added, so a deficit supply would come to bear on the market sooner or later.

Invo's buffer stock manager has been giving a similar message: that fundamentals are strong and market intervention for the rest of the year is probably unnecessary.

## US MARKETS

## HIGH GRADE COPPER 25,000 lbs/tonne/ftb

**COPPER - London FOX** £/tonne

Close	Previous	High/Low
Dec 20	108.60	107.20-108.40
Jan 10	105.20	104.00-106.00
Feb 10	104.00	102.00-105.00
Mar 10	104.40	103.00-106.20
Apr 10	103.80	103.80-104.00
May 10	103.50	103.20-103.80
Jun 10	102.80	102.20-103.20
Jul 10	102.40	102.00-102.80
Aug 10	102.00	101.50-102.50
Sep 10	101.80	101.50-102.00
Oct 10	101.50	101.20-101.80
Nov 10	101.20	100.80-101.50
Dec 10	100.50	100.00-101.00

**CRUDE OIL (Lignite) 42,000 US galls/ftb/ftb**

**HEATING OIL 42,000 US galls/cent/US galls**

**SOYABEAN OIL 5,000 lbs/min/cent/ftb/bushel**

**SOYABEAN OIL 50,000 lbs/min/cent/ftb/bushel**

**CHICAGO**

**COTTON 5,000 min/cent/ftb/bushel**

**COTTON 50,000 min/cent/ftb/bushel**

**COFFEE "C" 37,300kgs/cent/ftb**

**COTTON 50,000 min/cent/ftb/bushel**

**COFFEE "C" 37,300kgs/cent/ftb**

**COTTON 50,000 min/cent/ftb/bushel**

## LONDON STOCK EXCHANGE

## Buyers move back in to blue chips

The depression that settled over London's equity market on Tuesday was lifted yesterday by a series of economic numbers which injected confidence into the market, a more reassuring performance by Wall Street plus a boost in the form of strong crude oil prices. The latter followed news that, uniquely, the Panama Canal had been closed to shipping after the US military incursion into Panama City, causing fears of a temporary disruption of oil supplies.

Market specialists said the main bull point for the market was widespread relief that Monday's 40-point-plus slide by Wall Street, which was

Account Drawing Dates		
First Drawing: Dec 11	Dec 27	Jan 15
Option Drawing: Dec 21	Jan 11	Jan 25
Last Drawing: Dec 29	Jan 12	Jan 25
Accounting: Jan 2	Jan 22	Feb 5
* When these deadlines may take place from 3 to 10 business days earlier		

extended to a further 30 points fall early on Tuesday, had been successfully arrested.

The UK equity market was persistently bought from the outset, with the US performance, plus a resumption of takeover speculation, causing strong gains throughout the FT-SE 100 stocks. It was com-

monly acknowledged by traders that prices had been hit too hard on Tuesday when market makers attempted to get prices down to replenish short book positions.

Buying interest was evenly spread throughout the list but traders said there had been concentrated support for the insurance sectors, which many observers see as ripe for European takeover activity in the New Year. Mr Andrew Goodwin of UBS Phillips & Drew said: "1990 could well see a bid in the composite sector with Commercial Union and Guardian Royal Exchange our favourites to attract predatory interest." Commercial Union,

where fellow composite insurer Sun Alliance has a 14.6 per cent stake, were among the market's best performing shares.

The FT-SE 100-share index up 8.4 at 2345.5 at the opening of the market, gave a display of strength and advanced to show a 25 points rise at the day's best level of 2367.1 during the early afternoon. Thereafter, trading was slower with dealers anxious about the US market's response to events in Panama. In the event Wall Street, moderately lower at the outset, picked up slowly and was in positive territory as trading in London ended. The final reading for the FT-SE

index was 2,360.7, a net gain of 18.6.

Looking ahead, Mr Bill Smith, market strategist at Prudential-Bache, warned that he saw little evidence to support a repeat of the "January effect" which produced spectacular gains in share prices in the first month of this year. He warned of "a further round of profit downgradings."

Turnover yesterday, still boosted by plenty of bed and breakfast trades, came out at 552.9, compared with Tuesday's 526.0m, although dealers expect a deterioration in activity and enthusiasm as the end of the pre-Christmas week draws nearer.

## Slide in Ferranti continues

Shares in Ferranti International Signal, the troubled defence electronics group, slipped as the company held what an observer called "a totally depressing meeting."

Ferranti fell 3 to 31p with 13m traded including 7.3m said to have been traded overnight in bed and breakfast deals.

One analyst said "There was no good news at the agm" and that there was a possibility of Ferranti losing out on the European fighter radar contract. The company confirmed at the annual meeting that if no takeover materialises then it would go ahead with a £150m rights issue in February.

But another analyst said: "People just don't think the rights issue is going to work and many are just waiting to see what happens after the rights issue."

Specialists believed there was likely to be more downside in the price and one said: "If you wanted to buy these things [the shares] in any size, you would have no trouble buying them at 30p."

## Coats talks off

Arbitrators sold Tootal after the company said it had withdrawn from talks on a merger with Coats Viyella. Trading in both stocks picked up sharply on the news with Seac registering a total volume of 4.6m Coats shares and estimates by dealers that Tootal had turned over more than 2.7m. The former slipped to 135p before recovering to 136p, a net 4 lower. Tootal bottomed at 88p before institutions' bargain hunters stepped in and the shares recovered to 101p, still 10 down on the day.

Some dealers and analysts said they thought the episode was not yet over. They pointed out that Coats had bought its 29.9 per cent stake in Tootal at 135p. "It would be in Coats' interest to come back with a higher offer," said one analyst.

## Land plans changed

Mr John Rithiat, head of British Land, bowed to the institutions yesterday and cancelled this morning's agm which was to vote on the restructuring of the group. British Land shares dipped initially but then recovered to close unchanged at 322p on a unusually high volume of 3.6m.

One analyst said the proposal had failed because of the timescale for approval of the plans, the size of the incentive to Mr Rithiat, the valuation of

property and the size of the management fee and the length of time over which it would have been paid. He said a lot of institutions were also unhappy that the vote on the proposals would have been an ordinary resolution requiring only a simple majority.

Most analysts agreed that Mr Rithiat and his colleagues were likely to make a revised offer "more beneficial to the shareholders," as one put it, and "significantly less generous to themselves," added another. It was pointed out that with the property market in the doldrums, the longer Mr Rithiat waited, the more difficult he would find it to make the sales of the large properties which are at the core of his plans.

Otherwise, there was the strong possibility that British Land could become takeover target as Mr Rithiat had "put a price tag on the company." The bid speculation had encouraged "arbitrageurs and fringe players" to come into the market because they felt downside exposure was limited.

News of the sale by Smith Kline Beecham of UHU, the glue brand, for 297m helped the "A" shares climb 8 to 565p.

"The disposal was expected," said Mr Steve Flagg of BZW. "We expect between 2700m and 3200m of assets to be sold over the next 12 months. The proceeds will be used to cut gear-

about to sell its spirits division for £730m. The top of the range of analysts' forecasts is £600m. Nevertheless, some dealers felt there was a logic to Suntory of Japan lifting its 2.5 per cent stake in Allied Lyons as part of a deal for the latter to buy the spirits operation. Allied closed 3 firmer at 49p.

Carlton Communications had a bad day in the wake of "take profits" advice from Ms Bronwen Maddox at Kleinwort Benson. She said that the fact Carlton did not publish a profit breakdown, and given the rate and size of Carlton's acquisitions over the past four years, there was an element of uncertainty in any assessment of the company's performance.

Carlton was "experiencing a degree of softness" in a number of its markets particularly in Tiverton, its US aggregates business, the petrochemicals business in Taiwan, and general weakness in BTR's consumer related businesses in the UK.

Tarmac fell 8 following a profit downgrading from Kleinwort Benson but fought back to finish the day 3 down at 225p. The revision followed a visit to Tarmac by Kleinwort.

Wiggins Group came under selling pressure on worries about its Dockland developments, and dropped 15 to 73p.

Rosehaugh fell 46 to 515p on the news that Southeastern Asset Management had increased its stake in Suntax & Suntax did not pursue its intentions to change their tactics of avoiding the stock. In their absence, the shares fell 12 to 235p. Dealers said that 3m of the 5m turnover on Seax was accounted for by bed and breakfast deals.

Yellowhammer continued to slide in the wake of recent poor results. The shares closed 6 lower at 65p, half the price at which the company was floated in July 1985 and compared with a peak of 213p during the summer. Ms Lorna Tilham at SC Warburg said that the company's problem was cost control and that billings were double those at the time of flotation.

The news that the Government's order for the 3 type 23 anti-submarine frigates had been won by a rival, caused shares in VSEL, whose Yarrow and Cammell Laird yards were in the running for the contract, to ease. The shares fell 9 to 364p. One analyst said: "I don't think the VSEL yards would win but VSEL will now have to rethink their strategy."

The prospect of a higher bid for Metal Cleavers, for which Wassall, made a £42.2m cash and shares bid last month, lifted the former 9 to 181p. Wassall added a penny at 179p.

News of two orders for 10 146 regional aircraft lifted British Aerospace. The shares gained 8 to 570p. County NatWest Wood-Mac lifted full-year profit expectations for 1990 from £290m to £325m to take account of the merger accounting of the Arlington acquisition, its property division, and proceeds from the sale of Isel. However, County has cut its forecast for 1990 from £350m to £330m citing increased launch costs for new cars and increased depre-

ting - currently over 200 per cent." A US seller of the oil and gas rights in Fisons' balanced UK demand and the shares closed unchanged at 835p on a strong volume of 2m.

The volume of retail selling of water stocks increased as more private investors took their newly-arrived shares to

**NEW HIGHS AND LOWS FOR 1989**

**NEW HIGHS (P)**

BRITISH FUNDS (7) AMERICANS (1)

AMERICANS (2) CANADA (2) INDUSTRIALS (2)

INDUSTRIALS (2) ELECTRICALS (2) FOODS (1)

FOODS (1) INDUSTRIALS (14) AEROSPACE (1)

AEROSPACE (1) TRANSPORT (2) SOUTH AFRICAN (4) TRANSPORT (1) TRUSTS (2)

TRUSTS (2) OVERSEAS TRADERS (1) MINES (1)

**NEW LOWS (P)**

AMERICANS (2) CANADA (1) INDUSTRIALS (2)

INDUSTRIALS (2) ELECTRICALS (2) FOODS (1)

FOODS (1) INDUSTRIALS (14) AEROSPACE (1)

AEROSPACE (1) TRANSPORT (2) SOUTH AFRICAN (4) TRANSPORT (1) TRUSTS (2)

TRUSTS (2) OVERSEAS TRADERS (1) MINES (1)

144p on 6.2m, South West 2 to 157p on 4.3m, Thames 2% to 165p, Welsh 3 to 145p on 6.5m and Weser 1 to 156p. The Water Package climbed 30 to 1470p on sharply lower volume.

Whitbread "A" shares advanced 8 to 392p on on stories close to Whitbread, that it was

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### *3pm prices December 20*

## **NEW YORK STOCK EXCHANGE COMPOSITE PRICES**

# *Rothmans* The Original King Size



**Continued on Page 37**

## **NYSE COMPOSITE PRICES**

12 Month P/S Ratio  
High Low Stock Div. Yield % Total High Low  
Continued from previous Page

Sales figures are unofficial. Yearly highs and lows reflect the previous 52 weeks plus the current week, but not the latest trading day. Where a split or stock dividend amounting to 25 percent or more has been paid, the year's high-only range and dividend are shown for the new stock only. Unless otherwise noted, rates of dividend are annual disbursements based on the latest declaration.

a-dividend also x-rights, b-annual rate of dividend plus stock dividend, c-liquidating dividend, d-new yearly low, e-dividend declared or paid in preceding 12 months, g-dividend in Canadian funds, subject to 15% non-residence tax, i-dividend declared after split-up or stock dividend, l-dividend paid this year, omitted, deferred, or no action taken at latest dividend meeting, k-dividend declared or paid this year, an accumulative dividend with dividends in arrears, n-new issue in the past 52 weeks. The high-low range begins with the start of trading, not next day delivery. P/E price-earnings ratio, r-dividend declared or paid in preceding 12 months, plus stock dividend, s-stock split. Dividends begin with date of split, ss-same. u-dividend paid in stock in preceding 12 months, estimated cash value on ex-dividend or ex-distribution date, u-new yearly high, v-trading halted, w-in bankruptcy or receivership or being reorganized under the Bankruptcy Act, or securities assumed by such companies, x-distributed, w-if when issued, ws-with warrants, x-ex-dividend or ex-rights, xs-ex-distribution, xs-without warrants, y-ex-distribution and sales int'l, yd-yield, z-sales in \$ mil.

**NASDAQ NATIONAL MARKET**

3pm prices December

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## AMERICA

## Dow eases as investors continue to take profits

## Wall Street

A CLEAR signal from the US Federal Reserve that it had eased its monetary policy by another notch failed to provide solace for the stock market yesterday, as profit-taking continued amid nervousness about the economic outlook, writes Janet Bush in New York.

After jumping about 8 points immediately after the opening bell, apparently on news of the US military offensive in Panama, the Dow Jones Industrial Average dipped back. At 2pm, the Dow was quoted 10.24 points lower at 2,685.37 on active volume of 114m shares by midsession.

Having been 30 points down at one stage in the previous session, the Dow had closed 1.92 lower on Tuesday.

The most pronounced profit-taking yesterday morning came in blue chip issues. The broadly-based Standard & Poor's 500 index was quoted 1.08 points higher at 343.54 at midsession and the Nasdaq Composite stood 1.47 higher at 435.82. The American Stock Exchange Index was marginally lower.

The mixed performance in the equity market came in spite of a modest rally in the Treasury bond market in reaction to the Fed's clear easing signal, which appeared to shift its target for Federal Funds to

## EUROPE

## FAZ bursts through 700 after Kohl's Dresden visit

POLITICAL events figured strongly yesterday, with West Germany inspired by its eastern neighbour once again, and France and the Netherlands boosted by a higher dollar in the wake of US action in Panama, writes Our Markets Staff.

FRANKFURT rose in heavy turnover as investors, inspired by Chancellor Helmut Kohl's visit to Dresden, continued to show enthusiasm for East German-related stocks.

The FAZ index broke through the 700 level to a post-crash high of 700.70, up 12.23 or 1.8 per cent. The DAX index rose 27.51, or 1.7 per cent, to a record 1,675.01. Turnover surged to DM7.9m from Tuesday's already busy DM5.8m.

There has been a flood of plans recently for joint East/West ventures and for opening offices in East Germany. Yesterday, the Bundesbank said it would allow firms and banks to open offices in the East immediately.

This was one of three reasons why West Germany should benefit from developments, according to an International Asset Briefing from SG Warburg Securities this week. The others were the potential benefits from the influx of refugees; and the need for restructuring in East Germany.

"But the debate should be perhaps over the potential financing of this investment. After all, the constraint to the demand for western products is likely to be chiefly one of finance rather than need. The international financing flows into East Germany could indeed be quite significant — perhaps disappointing those Jeremiads who believe that overall the progress will be painfully slow and limited," Warburg writes.

Among big movers were Daimler, up DM23.80 at DM713.80, VW, rising DM9 to DM518.50, electronics group Siemens, up DM13.60 at

8% per cent from the 8% per cent level which had prevailed since early November.

In spite of an upward revision in the third-quarter gross national product (GNP) growth rate to 2 per cent from the 2.7 per cent reported, the equity market is now displaying concern about a possible recession next year. Fourth-quarter GNP is expected to be very weak if figures already published are borne out.

Heavy buying of cars and trucks in the third quarter boosted GNP significantly, but figures for sales in the final three months of the year appear to have more than reversed the earlier gain.

Selected blue chips fell back: IBM dropped 3% to \$94.9, General Electric fell 3% to \$62.9 and Aluminum Company of America lost 3% to \$72.7.

Some consumer non-cyclicals, which were heavily sold on Tuesday, continued to be weak yesterday. Coca-Cola fell 1% to \$77.74.

Among featured individual issues, Walt Disney, which has dropped precipitously all week, fell another 10% to \$113.7. Goldman Sachs was reported to have removed the stock from its recommended list, citing concerns that a possible recession could hurt earnings.

Campbell Soup, already boosted to high levels this year by takeover speculation, was quoted 1% higher at \$54.4. Ms

DM665.50, and retailer Karstadt, up DM17 to DM662.

Mittelgesellschaft added another DM20 to DM567 on this week's news of a venture in Hungary. Hugo Boss, the men's clothing company, was suspended for an announcement that the principal shareholders were selling a majority stake to Leyton House of Japan.

PARIS was still feeling cautious, but strong demand for certain stocks pulled the market higher. The dollar strengthened against the D-Mark, enabling the franc to gain some ground against the West German currency, which also helped sentiment.

The OMF 50 index gained 4.84, or 0.9 per cent, to 532.55.

Oil refiners advanced as crude prices rose after the US intervention in Panama. Eso France surged FF769, or 9.7 per cent, to FF766 and Raffinage gained FF18.90 to FF173.90.

Paribas, the bank, gained FF127, or 3.4 per cent, to a year's high of FF1742 in the day's most active business.

There was speculation that Navigation Mixte, itself a takeover target of Paribas, was an active buyer.

Euronet gained FF12.65 to FF15.15 in busy trading after saying that passengers would be able to stay in their vehicles on the Channel tunnel trains, which should cut costs.

Bouygues lost FF15 to FF16.64 after news that the construction group had taken a 3.5 per cent stake in Spain's Banco Central.

The all-share index gained 1.15 to 517.81. Turnover was NK1304m, of which NK120m was in shipping issues.

BRUSSELS rose on bargain-hunting, with metal stocks leading the way. The cash market index gained 19.11 to 6,882.19.

MADRID saw the general index fall below 300, amid worries about Wall Street in the light of events in Panama. The index eased 2.58 to 286.11.

Hope H van Beuren, who holds a 6.2% cent stake, said she might propose a merger or reorganisation.

Tesoro Petroleum added 5% to \$94.4 after Harken Energy said that it had received an extension of the financing for its \$11.75-a-share takeover offer. The company added that it was considering a lower offer and a proxy fight for control of the company.

Alexander's jumped 3% to \$33.4 after the company said that it had retained Morgan Stanley to explore its possible sale and other options at the request of Mr Donald Trump, the New York real estate developer, and Interstate Properties. Both have 27 per cent stakes.

Systems Center added 5% to \$19.49 after the company's announcement that it had agreed to acquire Software Developments International of Australia in a stock swap.

## Canada

A SLIGHT rise came in quiet trading by midsession in Toronto. The composite index firms 5.9 to 3,921.8. Advances led declines by 287 to 274 on a volume of 15m shares.

Gold stocks were mostly a little higher, in spite of unchanged London bullion prices. Corona rose CS\$4 to CS10.5 and Ican gained 6 cents to CS10.4, but Lac Minerals lost CS\$4 to CS14.7.

THE OFFICIAL weather forecast for Bangkok this week was "Cool. Slight morning mist. Maximum temperature 30 deg C (86 F).

As winter tightens its grip on the City of Angels and residents wrap their children in woolly hats, the one place to keep warm is the Securities Exchange of Thailand. There, too, 30 C would certainly be considered cool.

By mid-December, the SET index had climbed by over 114 per cent on the year and investors who had bought shares in, for example, Siam Cement at the beginning of 1989 had tripled their money. Whether more recent purchasers are about to catch cold is now the subject of much debate.

Thailand's economic fundamentals still look good, although it might be prudent to begin paying a little more attention to the less positive aspects. Growth in gross national product (GNP) this year will be more than 10 per cent and government economists are forecasting 9 to 9.5 per cent in 1990, basing their

view in part on investment commitments and assuming that there will not be any significant slowing in world trade.

With company profitability reflecting this buoyancy and the SET having performed well below expectations in 1988, there was every reason to expect a strongly rising market this year. Foreign interest was markedly higher in the first half of the year but in the past two months it has been mainly local investors who have pushed the index to levels that are causing concern.

Of equal concern to some brokers and politicians has been the impact on the market of the individualistic and increasingly controversial Mr Pramual Subhasvatu, the Minister of Finance.

In an interview at the weekend, Mr Pramual admitted that in October he had deliberately tried to talk the market up, and in November he had tried to talk it down by raising the spectre of a capital gains tax on share dealing. He said he thought some people were manipulating the market and

want to do anything they will have to come to me", brusquely some of his Cabinet colleagues including Gen Chatthai Choonhavan, the Prime Minister, and provided the market with further cause for marking up prices.

He later declared that raising interest rates was "too easy a way out of inflation" and he preferred a more difficult and challenging method of trying to control the leading policies of the commercial banks through the Bank of Thailand.

"All this has given the market an entirely wrong message," said one broker. "There is no question that interest rates will be going up and inevitably it is the smaller borrowers who are going to be squeezed first and most painfully. But no one yet seems to fully appreciate this. The market has gone too far, too fast and a modest correction would now be in order."

The recent performance by Mr Pramual has fuelled wider concern about the Cabinet's management of the economy and the extent to which overtly

political considerations are influencing the decision-making process. The selection of the consortium to build the urgently-needed mass rapid transit system for Bangkok has been delayed for another six months, while plans to build a new conference centre in the middle of the city went through Cabinet almost without discussion.

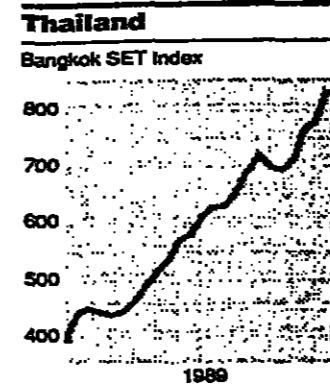
Equally, privatisation plans are hanging fire at a time when the market would welcome some additional stock to help satisfy the recent, apparently insatiable demand.

Brokers' advice, particularly to foreign investors, is to keep their gaze set firmly on the middle distance. "Speculation is entirely for Thailand," commented a broker. "It is impossible to gauge the daily movements of the market when there are so many imponderables."

"However, Thailand remains a very sound investment and even if there is a sizeable correction there would be no less reason to be optimistic about the longer term."

## Thai outlook obscured by economic mists

Roger Matthews examines the foundations of Bangkok's spectacular gains in 1989



wanted to teach them a lesson. When his bluff was called, the market again bounded higher.

Much the same has happened over interest rates. With inflation creeping towards 7 per cent, many senior officials at the Finance Ministry and the Bank of Thailand favoured and expected the raising of the discount rate. Mr Pramual thought differently. He took on and defeated the central bank ("In future if they

were very high, he said, and there was speculation that if the situation in Panama took a turn for the worse, this could lead to a higher dollar or increased oil prices, putting pressure on the yen. This would then give the Bank of Japan a good excuse to raise the discount rate.

The Nikkei average finished with a moderate gain of 72.90 at 38,512.00. Share prices had made a buoyant start, with the index gaining more than 120 points but had then fallen back on renewed talk of an increase in the discount rate, losing 128 points by the morning close, fluctuated between a day's high of 38,571.78 and a low of 38,301.53.

Declines led advances by 507 to 424, while 207 issues were unchanged. Turnover was robust at 1.1bn shares, up from 1,020,000 in November, when the March futures contract began trading and the December contract was approaching its close.

Expectations of higher prices ahead gave the March futures contract a very high premium over the underlying Nikkei index, providing arbitrageurs with a great opportunity to take advantage of the discrepancy.

Investors had been puzzled by Tuesday's drama about a possible increase in the official discount rate. Signs from the Bank of Japan had indicated that it was in favour of a rise. But Mr Ryutaro Hashimoto, the Minister of Finance, flatly rejected the possibility, on the grounds that neither prices nor the yen's level warranted an immediate discount rate rise.

Although Mr Hashimoto's rejection appeared to settle the matter, Bank of Japan officials hinted again yesterday morning at a need to raise the rate, sparking further speculation about an increase this year.

The market, in all the confusion, was said to be on the way to discounting a rate increase. None the less, with the possibility of a third discount rate rise this year, the market's upward trend could be reaching a turning point, said Mr Hiroaki Hamao at Daiwa Securities.

Short-term interest rates

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